



CAMSON SEEDS LIMITED

**Annual Report
2018 -2019**



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.



The Board of Directors

Mr. Dharendra Kumar	Managing Director
Mr. Karan Singh	Executive Director
Dr. Anurudh Kumar Singh	Independent Director
Mr. Manoj Srivastava	Independent Director
Mr. Peter Kennedy	Non-Executive Director
Mrs. Tay Geok Lan	Non-Executive Director
Mr. Rohit Satish Sareen	Independent Director

Board Committees

Audit Committee

Dr. Anurudh Kumar Singh	Chairman, Independent Director
Mr. Karan Singh	Member, Executive Director
Mr. Manoj Srivastava	Member, Independent Director
(Appointed as a member w.e.f. 14/11/2018)	

Nominations and Remuneration Committee

Dr. Anurudh Kumar Singh	Chairman, Independent Director
Mr. Manoj Srivastava	Member, Independent Director
Mr. Peter Kennedy	Member, Independent Director
Mr. Dharendra Kumar	Member, Managing Director

Stakeholder's Relationship Committee

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

Email ID : cs.camsonseeds@gmail.com

Registered Office

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

Bankers

ICICI Bank

Auditors

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

Registrar & Transfer Agents

Integrated Registry Management
Services Pvt Ltd
Registrar and Share Transfer Agents
No. 30, Ramana Residency, 4th Cross
Sampige Road, Malleshwaram
Bangalore - 560003, Tele:+91-80-
23460815-818



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Message from Managing Director



Message from Managing Director

Dear Valued Shareholders,

I am very happy and proud to share with you the overall performance of the Company for the Financial Year 2018-19.

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 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 nearfuture.

We tried to overcome the challenges that emerged from the external environment in a manner that has made us more future-ready than ever before. It tested our organizational capability to counter headwinds. Ultimately our resilience made us even more confident that we will always continue to contribute positively to our stakeholders and to India's long-term progress.

India is on a growth path, and the Company has endeavored to stay abreast with the market and keep evolving its technology and innovation with new product development value additions. Agriculture continues to remain the mainstay of the economy from employment and livelihood perspective.

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 co-operation.

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

Best Wishes,
Dhirendra Kumar
Managing Director



Notice

Notice is hereby given that the 6th Annual General Meeting of the Members of Camson Seeds Limited will be held on Tuesday, 24th day of September, 2019 at 11:30 A.M. at the Registered office of the Company at Survey Number 75 and 129, Madagondanahalli Village, Maddhure Hobli, Doddaballapur, Bangalore, PIN-561 203, Karnataka, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Auditors' Report thereon and the Board's Report including Secretarial Audit Report and Corporate Governance Report.
2. To appoint a Director in place of Ms. Geok Lan Tay, (holding DIN: 07727496), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Rohit Satish Sareen (DIN: 06444649) 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. Rohit Satish Sareen (holding DIN: 06444649), who was appointed as an Additional Director with effect from 29th March, 2019 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company by the Board of Directors based on the recommendation of Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting 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.”

4. Appointment of Mr. Rohit Satish Sareen (DIN: 06444649) 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), Mr. Rohit Satish Sareen (holding DIN: 06444649) who was appointed as an Independent Director at the Board Meeting held on 29th March, 2019 approval of the members be and is hereby accorded for his appointment as an Independent Director of the Company to hold office for 5 (five) years from 29th March, 2019 up to 28th March, 2024 and whose office shall not be subject to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

5. Appointment of Mr. Virendra Kumar Singh (DIN: 07226146) 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. Virendra Kumar Singh (holding DIN: 07226146), who was appointed as an Additional Director with effect from 12th August, 2019 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company by the Board of Directors based on the recommendation of Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting 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. Virendra Kumar Singh (DIN: 07226146) 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), Mr. Virendra Kumar Singh (holding DIN: 07226146) who was appointed as an Independent Director at the Board Meeting held on 12th August, 2019 approval of the members be and is hereby accorded for his appointment as an Independent Director of the Company to hold office for 5 (five) years from 12th August, 2019 up to 10th August, 2024 and whose office shall not be subject to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

**By Order of the Board of Directors
For Camson Seeds Limited**

**Place: Bangalore
Date: 12th August, 2019**

**Dhirendra Kumar
Managing Director
DIN: 00301372**

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 5TH ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.**

A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The proxy holder shall prove his / her identity at the time of attending the Meeting.
3. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.
4. Corporate members are required to send to the Company, a certified copy of the Board Resolution (together with the respective specimen signature), pursuant to Section 113 of the Companies Act, 2013 (as amended) (the “Act”) / Power of Attorney, authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. An Information on the Director proposed to be re-appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 are provided in the Annexure to this Notice.
7. The Register of Members and the Share Transfer books of the Company will remain closed **from** 17th September, 2019 to 24th September, 2019 (both days inclusive).
8. Members holding shares in physical mode are requested to immediately notify any change in their address along with self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport / Bank Passbook particulars to its RTA (Integrated Registry Management Services Private Limited) No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003, Phone : 080-23460815 to 818, Fax: 080-23460819, E-mail: irg@integratedindia.in **and** in case their shares are held in dematerialized mode, this information should be notified / submitted directly to their respective DPs.
9. The Securities and Exchange Board of India (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 details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Integrated Registry Management Services Private Limited.
10. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company has engaged the services of **CDSL** (Central Depository Services Limited) to provide remote e- voting facility to all the Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. The instructions for remote e-voting forms part of this Notice.

Members who would have cast their vote by remote e-voting may attend the Meeting, but shall not be able to vote at the Meeting. Such a member will also not be allowed to change or cast vote again. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on (Monday) 16th September, 2019, being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. A person who is not a member as on the cut-off date, (Monday) 16th September, 2019 should treat this Notice for information purpose only.**