

27th
Annual Report
2016 - 2017

Hindustan Agrigenetics Limited
Hybrid Seeds □ Tissue Culture
□ Floriculture

27th Annual General Meeting

Date : 29th September, 2017

Day : Friday

Time : 11.00 AM

Venue : 806 Meghdoot

94, Nehru Place

New Delhi 110 019

BOARD OF DIRECTORS

Shri Pritam Kapur, Chairman and Managing Director

Shri S. V. R. Rao

Shri Vinod Malhotra

Ms Chandni Kapur

Mr. Pranav Kapur

Mrs. Mannu Kohli

AUDITORS

Sharma Anand & Co.

Chartered Accountants

New Delhi

BANKERS

Ratnakar Bank Limited (RBL)

REGISTRARS

Karvy Computershare Pvt. Ltd.

Karvy Salinium Tower B, Plot 31-32

Gachibowli, Nanakramguda, Hyderabad 500 032

REGISTERED OFFICE

806, Meghdoot,

94, Nehru Place,

New Delhi - 110019

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Company will be held on Friday, the 29th day of September, 2017 at 11.00 AM at the Registered Office of the Company at 806 Meghdoot, 94 Nehru Place, New Delhi 110019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited annual balance sheet of the Company as on 31st March, 2017 together with the reports of the Statutory Auditors, Secretarial Auditors and the Directors thereon.
2. To appoint a director in place of Mr. Sreekantam Venkata Ramchandran Rao (DIN:02475137 , who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s Sharma Anand & Co. as the Statutory Auditors.

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s Sharma Anand & Co.(Reg. No.-005453N,PAN- AAKFS1283K), Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company for a period of five years and to hold office from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual general meeting, subject to ratification of the said appointment at every Annual General meeting, at such remuneration as may be mutually decided between Mr. Pritam Kapur, Director and Mr. Permod Sharma, Partner of the Firm plus actual out of pocket expenses, if any, incurred by them in connection with the Audit.

SPECIAL BUSINESS:

4. **To appoint Ms. Mannu Kohli as Director of the Company:**

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 149,150 ,152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Rules framed thereunder, as amended from time to time, Ms. Mannu Kohli (having DIN 06906151) who having been appointed as an Additional Director by the Board of Directors in their meeting held on 02.09.2017, retires and being eligible offers herself for reappointment, and who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) read with schedule IV of the Act, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of 5 years with effect from September 29,2017.

5. **To appoint Mr. Pranav Kapur as an Independent Director of the company**

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 149,150 ,152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Rules framed thereunder, as amended from time to time, Mr. Pranav Kapur (having DIN 00485910) who having been appointed as an Additional Director by the Board of Directors in their meeting held on 02.09.2017, retires and being eligible offers himself for reappointment, and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) read with schedule IV of the Act, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a period of 5 years with effect from September 29,2017.

NOTES FOR MEMBER’S ATTENTION:

1. ***A MEMBER ENTITLED TO ATTEND AND VOTE MAY APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.***
2. ***PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY 48 HOURS BEFORE THE MEETING.***
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote at the meeting, on their behalf.
5. The register of Members and Share Transfer Books of the Company will remain closed from Friday, 22nd September, 2017 till the date of the Annual General Meeting i.e. Friday, 29th September, 2017 (both days inclusive) in connection with the Annual General Meeting.
6. Pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, the particulars of directors seeking appointment/re-appointment at the meeting are annexed.
7. Members are requested to bring their copy of Annual Report to the meeting.
8. Entry in the Meeting Hall shall be strictly restricted to the Members/Valid Proxies only, carrying the attendance slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
9. The Ministry of Corporate Affairs, Government of India allowed services of documents by electronic mode (email) as a green initiative. Members are requested to register their email address with the Company and/or Registrar/Share Transfer Agent for the purpose of service of documents under the Companies Act.
10. 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 the 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 Karvy Computershare Private Limited.

11. Pursuant to Section 101 of the Companies Act, 2013, and rules made thereunder, Electronic copy of Notice of 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Annual Report, Attendance Slip and Proxy Form is being sent to all members through electronic mode on their registered email IDs unless any member has requested for a hard copy of the same. For the members who have not registered their e-mail addresses, physical copies of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Annual Report, Attendance Slip and Proxy Form is being sent in the permitted mode. The Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection between 10:00 am to 1:00 pm from Monday to Friday. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any Communication, the shareholder may also send request to the Company's investor email id: hindustanagrigenetics@gmail.com.

12. Voting through electronic means – Remote E-voting:

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with a facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited, on all resolutions set forth in this Notice and the business set forth in this Notice may be transacted through e-voting.

The procedure to login to e-Voting website is given below:

- (i) Open the e-mail and also open PDF file, namely, "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password which contains your "User ID" and "Password" for e-Voting. Please note that the password is an initial password. Shareholders, who have not registered their e-mail ID with the Company, are being sent the User ID and Password in a separate envelope along with this Notice. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at srinivas.b@karvy.com. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.karvy.com.
- (ii) Open the internet browser and type the following URL: <https://evoting.karvy.com>
- (iii) Click on Shareholder – Login.
- (iv) Put User ID and Password as initial password noted in step (1) above and Click Login.
- (v) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combinations thereof. Please take utmost care to keep your password confidential.
- (vi) Home page of "e-voting" opens. Click on e-voting > Active Voting Cycles.
- (vii) Select "Even" of (Hindustan Agrigenetics Limited). Now you are ready for e-voting as Cast Vote Page opens.
- (viii) Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.

- (ix) Upon confirmation , the message “ Vote cast successfully” will be displayed.
- (x) Once the vote on a resolution is cast, the member shall not be allowed to vote again or change it subsequently.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to (vinod.aggarwalcs@gmail.com), with a copy marked to srinivas.b@karvy.com
- (xii) The Company is providing to the member facility to cast their vote by electronic means i.e. remote e-voting. The remote e-voting period Commences on Monday, 25th September, 2017 (9.00 a.m. IST) and ends on Thursday, 28th September, 2017 (5.00 p.m. IST). Shareholders of the Company holding shares either in physical form or in dematerialized form , as on the cut-off-date (Record date), Friday, 22nd September, 2017 are eligible to vote. The shareholders not casting their vote electronically through remote evoting, shall be allowed to cast their vote at the Annual General Meeting through ballot/poll papers.
- (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com/public/Downloads.aspx> or call on toll free no.: 1800-3454-001.
- (xiv) If you are already registered with Karvy for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
- (xv) You can also update your e-mail id and mobile number in the user profile details of the folio which may be used for sending future communication(s).
- (xvi) Mr. Vinod Aggarwal, Practicing Company Secretary (Membership No. FCS 8007) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xvii) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the General Meeting, unblock the votes in presence of atleast two witnesses not in the employment of the Company and make a combined Scrutinizer’s Report of the votes cast in favour or against, if any, to the Chairman of the Company.
- (xviii) The Result shall be declared on or after the AGM of the Company. The results declared along with Scrutinizer’s Report shall be placed on the website of Karvy www.evoting.karvy.com, immediately after the result is declared by the Chairman and also communicated to BSE Limited, where shares of the Company are listed.
- (xix) In case of any grievances connected with the facility for voting by electronic means, the members may contact Mr. B. Srinivas, Deputy Manager, Karvy Computershare Pvt Ltd having address at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 Email: srinivas.b@karvy.com, Tel: +91 040 67161530.

Other Instructions:

- I. The facility for voting, through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting;
- II. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting.

- III. A Member can opt for only one mode voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

For **HINDUSTAN AGRIGENETICS LIMITED**

Place: New Delhi
Date: 02.09.2017

Pritam Kapur, Chairman and Managing Director
DIN- 00461538
ADDRESS - C-63, SOUTH EXT., PART II, NEW
DELHI - 110049

Explanatory Statement to Item No. 3

In compliance with the requirements of the Companies Act, 2013, the existing Statutory Auditors of the Company M/s R.K. Gulati & Associates resigned as such as per their resignation letter. In accordance with the provisions of Section 177 of the Companies Act, 2013 the Audit Committee recommended the name of M/s Sharma Anand & Co., Chartered Accountants to be appointed as the Statutory Auditors by the Board of Directors.

The Board of Directors in its meeting held on 02.09.2017 considered the appointment of M/s Sharma Anand & Co., Chartered Accountants as the Statutory Auditors of the Company and has accordingly recommended the same for consideration and approval by the Shareholders in the Annual General Meeting.

Your Board of Directors recommend the passing of the said Resolution as Ordinary Resolution.

None of the directors / key managerial personnels of the company /their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

Explanatory Statement to Item No. 4 & 5

In accordance with the requirements of the Companies Act, 2013 and also SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company had, appointed Mr. Pranav Kapur And Ms. Mannu Kohli as Independent Directors of the company. As per Section 161 of the Act, they retire at the forthcoming Annual General Meeting. Being eligible, they have offered themselves for reappointment. The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term upto five consecutive years and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

In the opinion of the Board , the above Independent Directors fulfill the conditions specified in the Act and the rules made thereunder for appointment as Independent Directors and they are independent of the management. In compliance with the provisions of Section 149 read with schedule IV and Section 161 of the Act, the appointment of the above Directors as Independent Directors is now being placed before the members in General meeting for their approval.

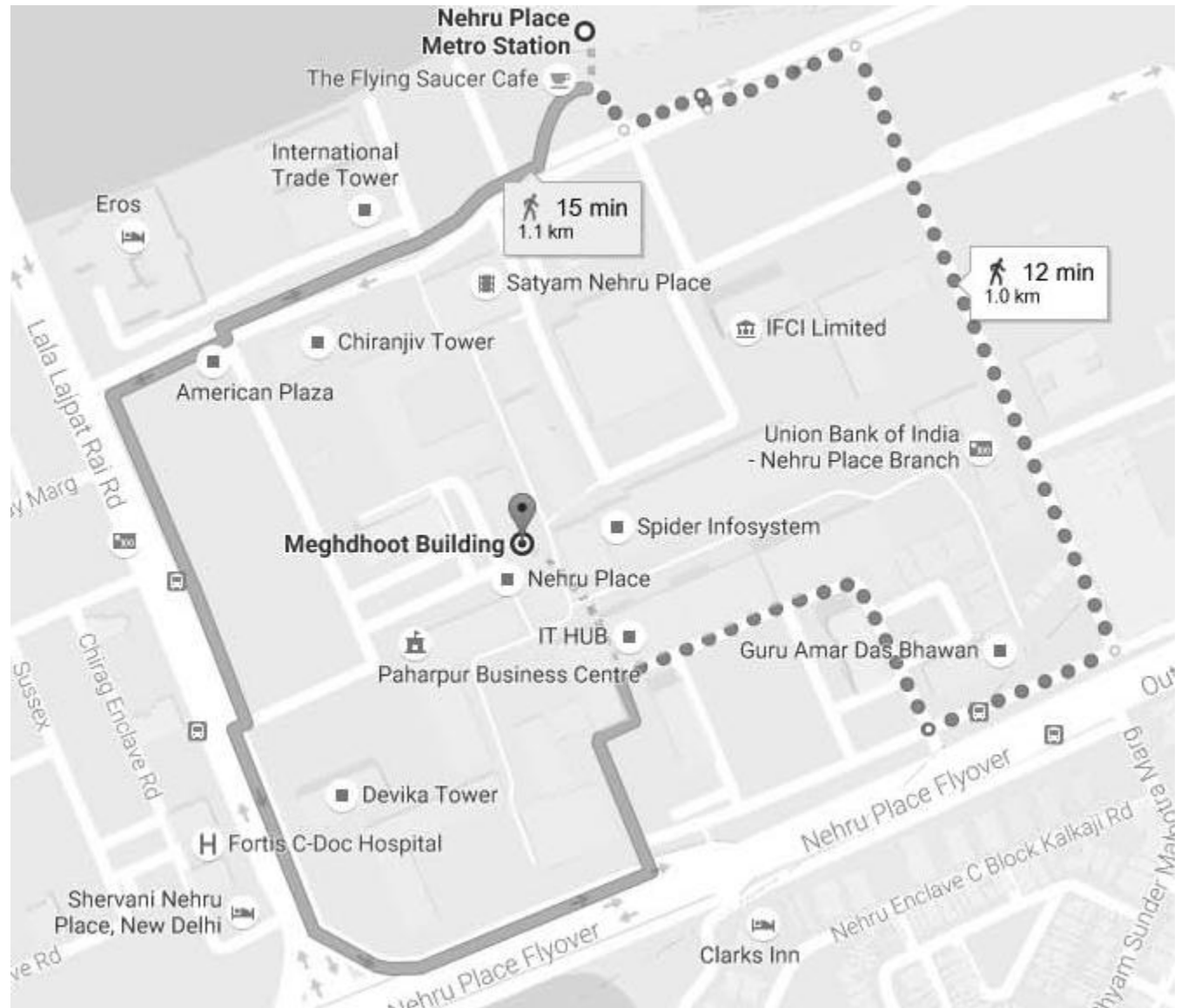
Your Board of Directors recommend to reappoint the aforesaid Directors at the forthcoming Annual General meeting.

None of the directors / key managerial personnels of the company /their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

The terms and conditions of appointment of Independent directors shall be open for inspection by the members at the registered office of the company on all working days except Saturdays , during business hours upto the date of the meeting.

Route Map to the AGM Venue

Venue : 806 Meghdoot, 94 Nehru Place, New Delhi 110019



Distance from **Nehru Place Metro Station** : 200 meters

INFORMATION AS REQUIRED TO BE FURNISHED IN PURSUANCE OF REGULATION-17 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 WITH STOCK EXCHANGES

1. Mr. Venkata Ramchandra Rao Sreekantam, Director of the Company retires by rotation at the forthcoming Annual General Meeting and is eligible for re-appointment. The Brief particulars of Mr. Venkata Ramchandra Rao Sreekantam , proposed to be re-appointed are as given below:

Mr. Venkata Ramchandra Rao Sreekantam

Age : 68 years

Qualification and Experience:

Shri Venkata Ramchandra Rao Sreekantam , aged about 68 yrs is a Masters in Agriculture from Pant Nagar University. Thereafter, he completed his MBA from IIM Ahmedabad. He worked with Mahyco, one of the leading Seed Company of the country, for a long time after having started with them as a Management Trainee. Thereafter, he joined Hindustan Levers as head of Seed Business and was responsible for the growth of the company's seed business. He was one of the co-promoters of the Company.

Membership/Chairmanship of Committees:

Stakeholders Relationship Committee	: Nil
Share Transfer Committee	: Nil
Audit Committee	: Nil
Nomination & Remuneration Committee	: Nil

Shareholding in the Company : 25800
(As on 31st March, 2017)

2. The Brief particulars of Ms. Mannu Kohli, proposed to be appointed at the forthcoming Annual General Meeting are as given below:

Ms. Mannu Kohli

Age : 36 years

Qualification and Experience:

Ms. Mannu Kohli aged about 36 years is highly educated and accomplished. She graduated in B.A. Honors from Delhi University, Delhi. Ms Kohli has over 18 years of experience in the Media Industry. Starting as a sub-editor of Mid-day, sub-editor of TV news show of Ms Madhu Trehan etc. she worked in 'Music Today', a subsidiary of 'India Today' group for 13 years, of which the last five years were spent as General Manager. During this period she gained in depth experience of business planning, marketing and media management. She is today the Partnerof 'Sound Village' LLP; a firm which manages various artists and their marketing by way of