

Annexure-II to the Director's report

REPORT ON CORPORATE GOVERNANCE

Your Company has always believed in the principle of good Corporate Governance with a view to enhance stakeholder value, improved growth, achievement of goals etc. and therefore it has committed itself to attain highest levels of transparency. For this purpose certain measures have been adopted in line with the provisions of listing agreement.

1. BOARD OF DIRECTORS

The Composition of the Board during the year 31.03.2020 is follows:

| <i>Director</i> | <i>Number</i> |
|-----------------|---------------|
| Non Executive | 2 |
| Executive | 2 |
| Total | 4 |

The constitution of the Board is as given below:

| Director | ED/NE/IND | No. of Outside Directorship | No. of Board Meeting attended | Whether attended last AGM | No. of Committee Memberships | |
|-------------------|-----------|-----------------------------|-------------------------------|---------------------------|------------------------------|----------|
| | | | | | Member | Chairman |
| MR. PRITAM KAPUR | ED | NIL | 7 | Y | 2 | NIL |
| MR. PRANAV KAPUR | NE | 28 | 7 | Y | 3 | 1 |
| MS. CHANDNI KAPUR | ED | NIL | 7 | Y | NIL | NIL |
| MS. MANNU KOHLI | NE & IND | NIL | 7 | N | 3 | NIL |

Notes:

- i) NE - Non Executive
- ii) IND - Independent
- iii) ED - Executive Director
- iv) While calculating number of outside directorships, directorships held in foreign companies, private companies and alternate directorships are excluded.

2. COMMITTEES

- i) Audit Committee

During the year ended March 31, 2020, four meetings of the Audit Committee were held. The said meetings were held on 25th May, 2019, 14th August, 2019, 13th November 2019 and 14th February, 2020.

The constitution of the Audit Committee as given below:

1. Mr. Pranav Kapur : Member and Chairman
2. M s. Mannu Kohli : Member
3. Mr. Pritam Kapur : Member

VALUE RESEARCH PREMIUM

Terms of reference of the Audit Committee are as per section 177 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 of the Stock Exchange.

ii) Stakeholders Relationship Committee

As per the provisions of the Companies Act, the Board has formed a Stakeholders Relationship Committee' in place of 'Investor Grievance Committee which shall consider and resolve the grievances of security holders of the Company.

During the year ended on 31st March, 2020 **One** Meeting held on 14.02.2020.

The following are the members of the committee:-

1. Mr. Pranav Kapur : Member and Chairman
2. Mr. Pritam Kapur : Member

There have been no complaints that have not been resolved to the satisfaction of the shareholders.

iii) Nomination and Remuneration Committee

During the year ended on 31st March, 2020 One Meeting held on 14.08.2019

The following are the members of the committee:

1. Mr. Pranav Kapur : Member and Chairman
2. Ms. Mannu Kohli : Member
3. Mr. Pritam Kapur : Member

The responsibilities of the Committee shall be :-

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommended to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. Formulate the criteria for determining qualifications, positive attributes and independence of directors and recommend to the board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

3. REMUNERATION OF DIRECTORS

Details of remuneration paid to Directors are given below:

| Directors | Loans and Advances from the Company | Remuneration paid during 2019-20 (Rs.) | | | |
|-------------------|-------------------------------------|--|--------|-------|-------|
| | | Sitting Fee | Salary | Comm. | Total |
| MR. PRITAM KAPUR | --- | Nil | Nil | Nil | Nil |
| MR. PRANAV KAPUR | --- | Nil | Nil | Nil | Nil |
| MS. MANNU KOHLI | --- | Nil | Nil | Nil | Nil |
| MS. CHANDNI KAPUR | ---- | Nil | Nil | Nil | Nil |

4. BOARD MEETINGS & ATTENDANCE AT BOARD MEETINGS & ANNUAL GENERAL MEETING

The Board of the company met Seven times during the year 2019-20. The said meetings were held on 27/04/2019, 30/05/2019, 14/08/2019, 02/09/2019, 24/09/2019, 13/11/2019 and 14/02/2020.

The company placed before the Board the performance of Company, minutes of the meetings of various committees of the Board from time to time. Information regarding material developments in external environment is also placed before the Board as and when the same takes place. Two directors were present at the last Annual General Meeting.

5. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The Management discussion and Analysis report for the year ended March 31, 2020 is published separately in this Annual Report.

6. DISCLOSURES

- a) No transaction of material nature is entered into by the Company with Promoters, Directors or Management, or their relatives etc., except for transaction of a routine nature as disclosed in the notes on accounts, which may have an adverse effect on the Company's business. There are no pecuniary transactions with the independent/ non-executive directors other than the payment of remuneration disclosed in point no. 3 above.
- b) During the last three years there were no strictures or penalties imposed by either Securities and Exchange Board of India (SEBI) or the Stock Exchanges or any Statutory Authority for non-Compliance of any matter related to the capital markets.

7. NOTES ON DIRECTORS APPOINTMENT /RE-APPOINTMENT

Relevant details form part of the Director's Report/Notice of the Annual General Meeting.

8. SHARE TRANSFERS

SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the listed companies / their RTAs.

All the Share holders who are holding shares in physical form may open a demat account and submit request for dematerialization of their shares in order to protect the liquidity of the shares. The Company has got its Shares admitted with NSDL for providing the Shareholders facility of converting the shares from physical mode to demat. The company is also processing its application for Revocation of suspension of trading of its shares with BSE. The Company has also received the ISIN number INE092301014. However, till the trading approval is received, NSDL has allotted a temporary number INE092301015. Members wishing to have their shares demated should quote the temporary number as above. Once the revocation process is complete, the NSDL will automatically transfer these shares to INE092301014. Members having demat account with NSDL may contact their respective depository participants for converting the shares from physical mode to demat. The Company has also applied to CDSL for obtaining demat facility from them and the application in this regard is pending. Members having demat account with CDSL may wait for further communication by the Company in this regard

Share transfers/transmission approved by the Committee are placed before the Board from time to time and transfers authorized are affected immediately.

9. MEANS OF COMMUNICATION

The company's plant at Gundla Pochampalli remains inoperative for more than five years with no commercial activity whatsoever. For the same reason there is no income from sales or operations except for a small amount of seeds traded from our R&D farm. The board of Directors by taking into account the aforesaid situation thought it prudent not to publish very low sales figures, and hence dispensed with publishing of results on quarterly and half yearly basis. With plans of revival, the Board of Directors expects to comply with all the requirements of publishing of results etc.

SHAREHOLDERS' INFORMATION

1. Annual General Meeting

Date and Time : Saturday, 26th December, 2020 at 11.00 A.M.
 Venue : 806 Meghdoot, 94 Nehru Place, New Delhi- 110019

2. Details of Last 3 AGMs

| <u>Year</u> | <u>Location</u> | <u>Date</u> | <u>Time</u> |
|-------------|--|-------------|-------------|
| 2016-17 | 806, Meghdoot, 94, Nehru Place New Delhi- 110019 | 29.09.2017 | 11.00 A.M. |
| 2017-18 | 806, Meghdoot, 94, Nehru Place, New Delhi - 110019 | 29.09.2018 | 11.00 A.M. |
| 2018-19 | Paharpur Business Centre 21, Nehru Place, New Delhi - 110019 | 28.09.2019 | 11.00 A.M. |

3. Registered Office: 806, Meghdoot, 94,
NehruPlace
New Delhi-110019

4. Corporate Office : 806, Meghdoot, 94,
NehruPlace
New Delhi-110019

5. Share Transfer System

A Committee of Directors is authorized to approve transfer of shares and the said Committee approves transfer of shares. If the transfer documents are in order, the transfer of shares is registered within 15 working days of receipt of transfer documents.

SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019. The

Shareholders who continue to hold shares and other types of securities of listed companies in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the listed companies / their RTAs.

All the Share holders who are holding shares in physical form may open a demat account and submit request for dematerialization of their shares in order to protect the liquidity of the shares. The Company has got its Shares admitted with NSDL for providing the Shareholders facility of converting the shares from physical mode to demat. The company is also processing its application for Revocation of suspension of trading of its shares with BSE. The Company has also received the ISIN number INE092301014. However, till the trading approval is received, NSDL has allotted a temporary number INE092301015. Members wishing to have their shares demated should quote the temporary number as above. Once the revocation process is complete, the NSDL will automatically transfer these shares to INE092301014. Members having demat account with NSDL may contact their respective depository participants for converting the shares from physical mode to demat. The Company has also applied to CDSL for obtaining demat facility from them and the application in this regard is pending. Members having demat account with CDSL may wait for further communication by the Company in this regard.

6. Registrars & Share Transfer Agents:

KFin Technologies Private Limited.
Selenium Building, Tower B,
Financial District, Nanakramguda, Serilingampally, Hyderabad,
Rangareddi, Telangana-500032, India
Tel. 040-6716 2222

7. Distribution of shareholding as on 31st March 2020.

| Range | Shareholder | | Share Amount | |
|--|-------------|--------------------|----------------|------------|
| | Number | % to total holders | Total (in Rs.) | % to Total |
| Share holding of nominal value of Rs. 10 | | | | |
| Up to-5000 | 5282 | 91.61 | 7447000.00 | 16.92 |
| 5001-10000 | 240 | 4.16 | 2099000.00 | 4.77 |
| 10001-20000 | 105 | 1.82 | 1606000.00 | 3.65 |
| 20001-30000 | 32 | 0.55 | 849000.00 | 1.93 |
| 30001-40000 | 26 | 0.45 | 949000.00 | 2.16 |
| 40001-50000 | 24 | 0.42 | 1122000.00 | 2.55 |
| 50001-100000 | 20 | 0.35 | 1410000.00 | 3.20 |
| 100000& Above | 37 | 0.64 | 28520000.00 | 64.82 |
| Total | 5766 | 100.00 | 44002000.00 | 100.00 |

8. Share holding Pattern of the Company as on 31st March, 2020

| | Category | No. of Shares held | % of shareholding |
|-----|--|--------------------|-------------------|
| (A) | Shareholding of Promoter and Promoter Group | | |
| | Indian Promoters | 1294500 | 29.42 |
| | Foreign Promoters | - | - |
| (B) | Public Shareholding | | |
| (a) | Financial Institutions/Banks/Mutual Funds/FII's | 437600 | 9.94 |
| (b) | Bodies Corporate | 634700 | 14.42 |
| (c) | Individuals holding nominal share capital upto Rs.2 lakh | 1461600 | 33.22 |
| (d) | Individuals holding nominal share capital in excess of Rs.2 lakh | 390100 | 8.87 |
| (e) | Others | 181700 | 4.13 |
| | Total Public Shareholding | 31057000 | 70.58 |
| | Total(A)+(B) | 4400200 | 100.00 |

9. Dematerialization of Shares:

The Company has got its Shares admitted with NSDL & CDSL for providing the Shareholders facility of converting the shares from physical mode to demat. The company is also processing its application for Revocation of suspension of trading of its shares with BSE. The Company has received the ISIN number INE092301014. However, till the trading approval is received, NSDL has allotted a temporary number INE092301015. Members wishing to have their shares demated should quote the temporary number as above. Once the revocation process is complete, the NSDL will automatically transfer these shares to INE092301014. The Company has received the ISIN number INE092301014. Members having dematted account with NSDL or CDSL may contact their respective depository participants for converting the shares from physical mode to demat.

| Particulars | No. of equity Shares | % to total equity share capital |
|--|----------------------|---------------------------------|
| National Securities Depository Limited | 87,300 | 1.98 |
| Central Depository Services (India) | Nil | Nil |
| Total Dematerialized | 87,300 | 1.98 |
| Physical | 43,12,900 | 98.02 |
| Grand Total | 4400200 | 100 |

10. Script Code

: BSE - 519574 (A Group)
ISIN No. - INE092301014

11. Market Price Data: Average monthly High and Low price at BSE:

The trading of the shares of your Company was suspended due to non-compliance of certain formalities as per regulation 17 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Company has made the necessary application for revocation of suspension in trading of shares of the Company which is under consideration with BSE Limited.

12. CEO and CFO Certification

The Managing Director of the Company give quarterly certification on Financial Results while placing Financial Results before the Board in terms of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Managing Director has also given certificate on CEO and CFO Certification for the year ended 31st March 2020 and the same is attached with the Annual Report.

13. Nomination Facility:

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Company the prescribed Form for this purpose.

For HINDUSTAN AGRIGENETICS LIMITED



PRITAM KAPUR

Managing Director

DIN- 00461538

PRANAV KAPUR

Chairman

DIN: 00485910

CHANDNI KAPUR

Director & CFO

DIN: 07007247

NEHA MITTAL

Company Secretary

ACS- A27477

Place: New Delhi

Date: 28.11.2020