



ANNEXURE - E

CORPORATE GOVERNANCE REPORT

[In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')]

Company's Philosophy on Code of Corporate Governance

Your Company believes that Corporate Governance is about commitment to values and ethical business conduct in all its activities and processes. Your Company has fulfilled all the existing guidelines under the Listing Regulations.

Your Company has always believed in the concept of good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhance stakeholders' value. Your Company looks at Corporate Governance as the corner stone for sustained superior financial performance, for serving all its stakeholders and for instilling pride of association. The Company has professionals on its Board of Directors who are actively involved in the deliberations of the Board on all important policy matters.



BOARD OF DIRECTORS:

Composition, Category of Directors and their other directorship

The Board comprises of Executive and Non-Executive Directors, who are persons of vast and varied experience and with professional background and experience in Business, Industry, Finance and Law. The Board of Directors of the Company is headed by an Executive Director. Since the Company does not have a regular Chairman, the Chairman is appointed at each Meeting.

As at the financial year ended March 31, 2020, the Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors including a Woman Director and not less than fifty percent (50%) of the Board of Directors comprises Non-Executive Directors and is in conformity with the provisions of the Companies Act, 2013 (the 'Act') and the Listing Regulations.

None of the Directors is a Director in more than eight (8) Listed Companies or ten (10) Public Limited Companies or acts as an Independent Director in more than seven (7) Listed Companies. Further, none of the Directors acts as members of more than 10 (ten) Committees or Chairman of more than 5 (five) Committees in public limited companies in which they are Directors.

The Company has obtained the requisite disclosures from the Directors in respect of their directorships in other companies and membership/chairmanship in committees of other companies. The Independent Directors have given declaration pursuant to the provisions of Section 149 of the Companies Act, 2013 that they meet the criteria of independence. The Board of Directors confirms that all the Independent



Directors of the Company fulfill the conditions specified under the Listing Regulations and are Independent of the Management of the Company.

The Board comprises of one (1) Executive Director and three (3) Non- Executive Directors as on March 31, 2020.

Sl. No.	Name of the Director	Category of Director	Directorship / Committee Membership in Other Companies (including Camson Seeds Limited)	
			No. of Directorships in other Public and Private Limited Companies	No. of Committees as Chairman/ Chairperson /Member
1	Mr. Anil Kshetry#	Executive Director	0	2
2	Mr. Sunil Yashpal Kohli#	Non-Executive and Independent	0	3
3	Mr. Rohit Satish Sareen	Non-Executive and Independent	0	3
4	Mrs. Sasibala Singh##	Non-Executive Director	0	3
5	Mr. Dharendra Kumar \$	Executive Director	3	1
6	Mr. Karan Kumar \$	Executive Director	3	2
7	Dr. Anurudh Kumar Singh^	Non-Executive and Independent	1	2
8	Mr. Manoj Srivastava \$	Non-Executive and Independent	1	2
9	Mr. Peter Joseph Kennedy \$\$	Non-Executive Director	1	0
10	Ms. Geok Lan Tay \$\$	Non-Executive Director	2	0
11	Mr. Virendra Kumar Singh@	Non-Executive and Independent	1	1
12	Mr. Arundeo Prasad Singh@@	Non-Executive and Independent	0	0



Skills / Experties/ Competencies	Explanations	Details of Directors possessing such skills/ Expertise / Competencies
Business Operations	Knowledge of Business, Strategy formulation and deployment, Brand anagement, Customer r e l a t i o n s h i p s , assessment of customer feedback and taking appropriate actions for the betterment of the Company.	1. Mr. Anil Kshetry 2. Mr. Sunil Yashpal Kohli 3. Mr. Rohit Satish Sareen 4. Mrs. Sasibala Singh
Financial Management	Ability to assess and interpret the financial statements and draw accurate conclusions from them.	1. Mr. Anil Kshetry 2. Mr. Sunil Yashpal Kohli 3. Mr. Rohit Satish Sareen 4. Mrs. Sasibala Singh
Research, Development & Marketing	Development / Invention of new Biocides Products and their marketing thereof	1. Mr. Anil Kshetry 2. Mr. Sunil Yashpal Kohli 3. Mr. Rohit Satish Sareen

Declaration under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018:

All the Directors have confirmed that they are neither debarred nor disqualified from being appointed or continuing as Director by the Securities and Exchange Board of India /the Ministry of Corporate Affairs or any such statutory authority. The Company has obtained a Certificate from a Practising Company Secretary to this effect from Mr. Vijayakrishna K.T., Practising Company Secretary, Bangalore as mandated under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory Committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time.

(A) Audit Committee :

(i) Terms of Reference:

The Audit Committee of the Company functions in accordance with the requirements of Section 177 of the Companies Act, 2013 and the Listing Regulations. The terms of reference of the Audit Committee as per guidelines set out under the Listing Regulations read with Section 177 of the Companies Act, 2013, is set out below:



Note:

*Excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

** Includes only Audit Committee and Stakeholders Relationship Committee as per Regulation 26(1) (b) of the Listing Regulations.

Appointed with effect from March 19, 2020.

Appointed with effect from February 5, 2020.

\$ Resigned with effect from March 19, 2020.

^ Resigned with effect from October 31, 2019.

\$\$ Resigned with effect from October 29, 2019.

@ Resigned with effect from February 12, 2020.

@@ Resigned with effect from July 22, 2019.

The outside Directorships and Committee memberships are within the limits prescribed in the Companies Act, 2013 and the Listing Regulations. There are no inter-se relationships between the Directors.

None of the Directors of the Company is related to each other and with any employees of the Company.

(b) Number of Board Meetings

During the year ended March 31, 2020, **6 (Six) Meetings** were held on May 28, 2019; August 12, 2019; November 12, 2019; February 5, 2020; February 12, 2020 and March 19, 2020. The attendance record of the Directors is given hereunder:

Sl. No.	Name of the Director	Board Meetings Attended During the Year	Whether Attended Last AGM
1.	Mr. Anil Kshetry@	1	N/A
2.	Mr. Sunil Yashpal Kohli@	1	N/A
3.	Mr. Rohit Satish Sareen	3	No
4.	Mrs. Sasibala Singh\$	3	N/A
5.	Mr. Dharendra Kumar*	6	Yes
6.	Mr. Karan Singh*	6	Yes
7.	Dr. Anurudh Kumar Singh#	2	No



Sl. No.	Name of the Director	Board Meetings Attended During the Year	Whether Attended Last AGM
8.	Mr. Peter Joseph Kennedy**	0	No
9.	Mr. Manoj Srivastava*	4	No
10.	Ms. Tay Geok Lan**	1	No
11.	Mr. Virendra Kumar Singh***	3	No
12.	Mr. Arundeo Prasad Singh##	1	N/A

Notes :

@ Appointed with effect from March 19, 2020.

\$ Appointed with effect from February 5, 2020.

*Resigned with effect from March 19, 2020.

Resigned with effect from closing hours of October 31, 2019.

** Resigned with effect from October 29, 2019.

*** Resigned with effect from closing hours of February 12, 2020.

Resigned with effect from July 22, 2019.

Skills/ Expertise/ Competencies of the Board

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board, by virtue of experience in specific areas of the members of the Board.

Skills / Experties/ Competencies	Explanations	Details of Directors possessing such skills/ Expertise / Competencies
Governance & Board Service	Ability to provide appropriate governance for a publicly listed company, and to maintain board and management accountability to the shareholders, whilst acting responsibly towards other stakeholders in the business.	1. Mr. Anil Kshetry 2. Mr. Sunil Yashpal Kohli 3. Mr. Rohit Satish Sareen 4. Mrs. Sasibala Singh



The role of the Audit Committee shall include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Statutory Auditors and Cost Auditors of the Company;
3. Approval of payment to Statutory Auditors and Cost Auditors and for any other services rendered by the Statutory Auditors;
4. Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - (a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013.
 - (b) Changes, if any, in accounting policies and practices and reasons for the same.
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - (d) Significant adjustments made in the financial statements arising out of audit findings.
 - (e) Compliance with listing and other legal requirements relating to financial statements.
 - (f) Disclosure of any related party transactions.
 - (g) Modified opinion(s) in the draft Audit Report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;



12. Reviewing, with the management, performance of statutory and Internal Auditors, adequacy of the internal controlsystems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal Auditors of any significant findings and followup thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc.of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis.

(ii). Composition and Meetings:

As on March 31, 2020, the Audit Committee consists of two Independent Directors and one Executive Director and one Non-Executive Director. The Committee met Four (4) times during the year under review on May 28, 2019; August 12, 2019; November 12, 2019; February 12, 2020. Details of Meetings attended by each member are furnished hereunder:

Sl. No.	Name of the Member	No. of Meetings under during the year under reveiw	No. of Meetings Attended
1	Dr. Anurudh Kumar Singh #	4	2
2	Mr. Manoj Srivastava ##	4	2
3	Mr. Karan Singh ##	4	4
4	Mr. Virendra Kumar Singh*	4	1



Note: * Appointed with effect from November 11, 2019 and ceased to be member with effect from closing hours of February 12, 2020 due to resignation tendered.

Ceased to be a member with effect from October 31, 2019 due to resignation.

Ceased to be a member with effect from March 19, 2020 due to resignation.

The Committee as on 31-03-2020 comprised of following Directors :

Sl. No.	Name of Members	Category of Director
1.	Mr. Sunil Yashpal Kohli* (Chairman)	Non-Executive and Independent
2.	Mr. Rohit Satish Sareen*	Non-Executive and Independent
3.	Mr. Anil Kshetry*	Executive
4.	Mrs. Sasibala Singh*	Non-Executive

*Appointed with effect from March 19, 2020.

(B) Nomination and Remuneration Committee

The Committee has formulated criteria for the appointment of and to determine and recommend to the Board the persons to be appointed/ reappointed as Executive Director/Non-Executive Director and criteria for making payments to Executive and Non- Executive Directors.

Composition:

The Committee comprises of **3 (three)** Non- Executive Directors of which 2 (two) of them are Independent as on March 31, 2020.

The Committee met five (5) times during the year under review on May 28, 2019; August 12, 2019; November 12, 2019; February 5, 2020 and March 19, 2020. The details of the same are as under:

Sl. No.	Name of the Member	No. of Meetings held during the year under review	No. of Meetings Attended	Date of Appointment / Resignation
1	Dr. Anurudh Kumar Singh	5	2	Resigned w.e.f. October 31, 2019
2	Mr. Manoj Srivastava	5	3	Resigned w.e.f. March 19, 2020
3	Mr. Peter Joseph Kennedy	5	0	Resigned w.e.f. October 29, 2019
4	Mr. Dharendra Kumar	5	2	Resigned on: November 11, 2019



The Committee as on 31.03.2020 comprised of the following:

Sl. No.	Name of the Member	Category of Director
1	Mr. Sunil Yashpal Kohli (Chairman)*	Non-Executive and Independent
2	Mr. Rohit Satish Sareen #	Non-Executive and Independent
3	Mrs. Sasibala Singh*	Non-Executive

Note:

* Appointed with effect from March 19, 2020.

Appointed with effect from November 11, 2019.

Keeping in view the provisions of Section 178 of the Act and the provisions of the Listing Regulations the terms of reference of the NRC include the following.

- a. Assist the Board of Directors of the Company to:
 - i. determine, review and propose compensation principles and Policy of the Company
 - ii. Assess and review compensation plans recommended by the management;
 - iii. Recommend the compensation packages of the Company's Executive Directors.
- b. Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every Director's performance.
- c. Approve and recommend matters relating to compensation by way of salary, perquisites, benefits, etc., to the Managing/ Whole Time/ Executive Directors of the Company.
- d. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a Policy, relating to the remuneration for the Directors including Independent Directors, key managerial personnel and other employees.

The Policy shall, *inter alia*, cover termination payments to the Executive Committee members and other Senior Executives and oversight of the same by the Committee.

The Remuneration Policy shall set guidelines for the Executive Committee/ Managing Director to approve remuneration to the Managing Committee members and their direct reports and other executives.

- e. Review and recommend to the Board of Directors for approval of any mandatory disclosures of the Management compensation.



- f. Review and reassess the adequacy of the charter and perform annual self-evaluation of the performance of the Committee.
- g. Carry out any other acts and deeds as may be delegated by the Board of Directors and deal with such other matters as may be prescribed under the Act, the Listing Regulations and other statutory enactments.
- h. Provide guidance to the Human Resources Department to set up Policy and procedure for succession planning of Key Managerial Personnel and other senior management of the Company.
- i. Approve any share incentive or other plans for the employees of the Company.

DETAILS OF REMUNERATION

(a). Executive Directors

The details of remuneration for the year ended 31st March, 2020 are as follows :

Sl. No.	Name Of The Director	Designation	Remuneration (in Rs)
1.	Mr. Karan Singh *	Executive Director	Nil
2.	Mr. Anil Kshetry #	Managing Director	16,80,000

***Note:** Due to the current situation faced by the Company, Mr. Karan Singh has waived off his right to receive the remuneration payable to him by the Company starting from April 1, 2019 till the date of his resignation i.e, March 19, 2020. Details of his remuneration is given in the Financials.

Mr. Anil Kshetry has been appointed with effect from March 19, 2020.

(b). Non Executive Directors

The Company has paid sitting fees of Rs. 10,000/- per Meeting to Non-Executive Independent Directors. The sitting fees paid (including conveyance) for the Financial Year 2019-20 is Rs. 1,10,000/- (inclusive of Service tax and TDS).

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMU-NERATION

The Nomination and Remuneration Committee has adopted a Policy which, *inter alia*, deals with the manner of selection of Board of Directors and their remuneration.

Criteria of selection of Non Executive Directors

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, banking, agriculture, law, governance and general management.



In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Nomination and Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The N&R Committee shall consider the following attributes / criteria, while recommending to the Board the candidature for appointment as Director:

Qualification, expertise and experience of the Directors in their respective fields

Personal, Professional or business standing

Diversity of the Board

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level in Board Meetings / Committee Meetings.

No securities/ convertible instruments were issued or allotted to any of the Non- Executive Directors during the financial year.

Criteria of making payments to Non executive Directors

The Policy adopted by Nomination and Remuneration Committee allows payments to Non- Executive Directors in such a way to attract motivate and retain Directors of quality and ability.

Particulars of Equity Shares of the Company held by Directors as on March 31, 2020 :

Sl. No.	Name of the Directors	Number of Shares held
1	Mr. Anil Kshetry	1,72,989

(C). Stakeholders' Relationship Committee

The Committee comprises of 2 (two) Independent Directors and 1 (one) Non- Executive Director and 1 (one) Executive Director.

The Committee met once during the year under review on May 28, 2019. The details of the same are as under:

Sl. No.	Name of the Member	No. of Meetings held during the year under review	No. of Meetings Attended
1.	Mr. Manoj Srivastava @	1	0
2.	Mr. Dharendra Kumar*	1	1
3.	Mr. Karan Singh*	1	1
4.	Dr. Anurudh Kumar Singh #	1	1



Note :

@ Appointed on November 11, 2019 and resigned on March 19, 2020.

*Resigned with effect from March 19, 2020.

Resigned with effect from October 31, 2020.

The Committee as on 31.03.2020 comprises of the following:

Sl. No.	Name of the Member	Category of the Director
1	Mr. Sunil Yashpal Kohli (Chairman)*	Non-Executive and Independent
2	Mr. Rohit Satish Sareen *	Non-Executive and Independent
3	Mrs. Sasibala Singh*	Non-Executive
4	Mr. Anil Kshetry*	Executive

Note:

* Appointed with effect from March 19, 2020.

During the financial year 2019-20, no complaint was received from Shareholders. The Company obtains Investor complaints status on Quarterly basis from Registrar and Share Transfer Agent. Details of such complaints are as follows:

Sl. No.	Complaints relating to	No. of Complaints received	No. of Meetings resolved
1	Non-receipt of refund order /allotment letter	Nil	Nil
2	Non-receipt of Dividend/Interest on Shares/ Debentures/ Fixed Deposits/maturity amount on debentures	Nil	Nil
3	Non-receipt of share certificates	Nil	Nil
4	Non-receipt of Annual Report/ Rights forms/ Bonus shares/interest on delayed refund/ amount on debentures	Nil	Nil
5	Others	Nil	Nil
Total		Nil	Nil

Keeping in view the provisions of Section 178 of the Act, and the provisions of the SEBI (LODR) Regulations, the terms of reference of the Stakeholders' Relationship Committee is as follows:

1. To approve/refuse/reject registration of transfer/transmission of Shares in a timely manner.
2. To authorize printing of Share Certificates post authorization from the Board of Directors of the Company;



3. To authorize to maintain, preserve and keep in its safe custody all books and documents relating to the issue of share certificates, including the blank forms of share certificates.
4. To monitor redressal of Stakeholder's complaints/grievances including relating to non-receipt of allotment / refund, transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

(D). FAMILIARIZATION PROGRAMME AND MEETING OF INDEPENDENT DIRECTORS

The Company firmly believes in keeping the interest of its stakeholders at the forefront and thereby puts maximum effort to establish and maintain an effective Corporate Governance practice. The Company also believes that a Board, which is well informed and familiarized with the Company, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholder's expectations.

Additionally, Directors are updated on a continuing basis on developments in the corporate and industry scenario including those pertaining to regulatory and economic environment, to enable them to take well informed and timely decisions.

In terms of Regulation 25 of the Listing Regulations, the Company is required to conduct various programmes for the Independent Directors of the Company to familiarise them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

MEETING OF INDEPENDENT DIRECTORS

Schedule IV to the Act and the Listing Regulations mandates the Independent Directors of the Company to hold atleast one meeting in every financial year, without the attendance of non-independent directors and members of the management. During the year ended March 31, 2020, the Independent Directors met on March 19, 2020, inter alia, to review performance of Non-Independent Directors & the Board as a whole, to review performance of the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board.



(E). GENERAL MEETINGS

(a) The details of the last three Annual General Meetings (AGMs) held are furnished as under:

GENERAL SHAREHOLDER INFORMATION:		
1. Details of the last Three Annual General Meetings:		
Date	Venue	Time
24.09.2019	Survey Number 75 and 129, Madagondanahalli Village, Maddhure Hobli, Doddaballapur, Bangalore, PIN-561203	11:30 a.m.
28.09.2018	Survey Number 75 and 129, Madagondanahalli Village, Maddhure Hobli, Doddaballapur, Bangalore, PIN-561203	11:30 a.m.
19.09.2017	Sree Nandhana Palace No 4034, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560 038	03:00 p.m.

Ensuining Annual General Meeting 2019-20		
	7 TH Annual General Meeting: September 28, 2020	
<u>Venue:</u>	In line with the Ministry of Corporate Affairs (MCA) Circular No. 14/2020, 17/2020 and 20/2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, the 7th AGM is being convened and conducted through Video-Conferencing	04:00 p.m.

(a) There are no Special Resolutions passed by the Shareholders at the past three AGMs.

(b) Postal Ballot

No Resolution was passed during the year attracting Postal Ballot and no resolution attracting Postal Ballot is recommended at this Meeting.

Extra Ordinary General Meeting

During the year, no Extra Ordinary General Meeting was held.



(F). SHAREHOLDERS

Means of Communication

Quarterly / Half yearly / Annual financial results of the Company, are published in one widely circulated English newspaper (Business Standard) and a Vernacular (Kannada) newspaper “Vishwa Vaani”. The results are also promptly forwarded to Stock Exchange in which the shares of the Company are listed and traded and are also available on the website of the Company i.e, www.camsonseedslimited.in. The Company has not made any presentations to the Institutional Investors or to the Analysts.

The Equity Shares of the Company are listed on BSE Limited.

The Annual Listing fee for the year has been paid to the concerned Stock Exchange.

The Company has also paid the Annual Custody fees for the financial year 2019-20 to both the Depositories viz National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). The ISIN numbers allotted to the Company are as under:

<u>DEPOSITORY</u>	<u>ISIN NO.</u>	<u>Corporate Identification Number (CIN)</u>
NSDL and CDSL	INE494T01017	L01200KA2013PLC069985
Registrar and Share Transfer Agent : Integrated Registry Management Services Private Limited		

Date of Book Closure : September 22, 2020 to September 28, 2020 (both days inclusive)

Finance : April 1st to March 31st

Scrip Code : 540071

Scrip Id : CAMSONSEEDS

Group / Index : Z

Dividend payment date : NA

Whistle Blower Policy

In accordance with the requirements of Section 177(9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the provisions of the Listing Regulations, the Company has also established an effective vigil mechanism and has adopted Whistle Blower Policy. During the year under review no individual / employee has denied access to the Audit Committee. The Company has also formulated a policy which is available on the website at <http://www.camsonseedslimited.in/financialpdf/Whistle%20Blower%20policy.pdf>

Related Party Transactions

The Company has formulated a Policy on materiality of related party transactions and also on dealing with Related Party Transactions. Prior approvals of all Related Party Transactions (RPTs) are obtained from the Audit Committee.

The Policy is available on the website of the Company at <http://www.camsonseedslimited.in/financialpdf/Related%20Party%20Transaction%20policy.pdf>



The Company follows the following Policy in disclosing the Related Party Transactions to the Audit Committee:

- A statement in summary form of transactions with related parties at arm's length price in the normal course of business.
- All material individual transactions with related parties, which are not in the normal course of business and which are not on an arm's length basis.
- All material financial and commercial transactions relating to senior management where they have personal interest that may have a potential conflict with the interest of the Company at large.
- The Related Party Transactions entered into by the Company during the financial year ended March 31, 2020, have been disclosed in the Notes to Accounts.

Disclosures

During the financial year ended March 31, 2020, the Company has complied with the statutory requirements comprised in the Listing Regulations / Guidelines / Rules of the Stock Exchanges/ SEBI/ other statutory authorities, excluding uploading of few documents on the website of the Company due to some technical issues. The Exchange (BSE Limited) has arbitrarily suspended the trading of the Company with effect from October 21, 2019. The Company has presented suitable facts to the Exchange for revoking the same. The Company has taken the matter to the Securities and Exchange Board of India (SEBI) for their intervention on the same. The Company is yet to hear from SEBI.

Code of Conduct:

Regulation 17(5) of the Listing Regulations requires every listed company to have a Code of Conduct for its directors and senior management. Further, Schedule IV of the Act requires the appointment of Independent Director to be formalized through a letter of appointment, which shall set out the Code for Business Ethics that the Company expects its Directors and employees to follow. The said schedule also requires the Independent Directors to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.

All Directors and Senior Management Personnel have affirmed compliance with the Code for the financial year 2019-20. A declaration to this effect signed by the Managing Director is annexed to this Report.

The said policy is available on the website of the Company at <http://www.camsonseedslimited.in/financialpdf/Code%20of%20Conduct%20of%20Directors%20and%20Senior%20Management.pdf>

**Accounting Treatment:**

INDIAN ACCOUNTING STANDARDS (IND AS): The Ministry of Corporate Affairs vide its notification dated February 16, 2015 has notified the Companies (Indian Accounting Standards) Rules, 2015. The Company has adopted Indian Accounting Standards ("Ind AS") from April 1, 2017 with transition date of April 1, 2016 and accordingly these financial statements have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and other accounting principles generally accepted in India, as applicable.

Compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015:

The Company has in place Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Trading by Insiders in Securities of the Company pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. Pursuant to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, both the Codes were amended and approved by the Board of Directors at its Meeting held on March 29, 2019. All the Directors, Promoters, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code.

SHARE TRANSFER SYSTEM:

The Company receives the application for the transfer, transmission and transposition at its registered office at Bangalore or at the office of the Company's Registrar & Share Transfer Agent (RTA), Integrated Registry Management Services Private Limited, Bangalore. As the Company's Shares are currently traded in dematerialized form, the transfers are processed and approved in the electronic form by NSDL/CDSL through its Depository Participants. The RTA, whenever required, process the physical transfers and the duly transferred certificates are sent to the respective transferees.

Regular Audits are carried out at the office of the RTA, by an Independent Practicing Company Secretary. The requisite certificate/reports, pursuant thereto, are filed with the Stock Exchange. Shareholders should address their communications to the RTA at their office or at the office of the Company.

Discretionary Requirements

Pursuant to Regulation 27(1) and Part E of Schedule II of SEBI LODR Regulations, your Company also complied following discretionary requirement.

Chairman of the Board

The Company does not have a regular Chairman. In every Meeting of the Board, a Chairman is elected with the consent of the Board Members.



Means of Communication

Quarterly/half yearly/annual financial results are forwarded to the Stock Exchange. The Company's quarterly results are published in English and Kannada Newspapers. Hence, the same are not sent to the shareholders.

Audit qualifications

The qualifications in the Audit Report along with the response of the Board/ Management has been explained in the Board's Report.

Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

Compliances:

During the financial year ended March 31, 2020, the Company has complied with the statutory requirements comprised in the Listing Regulations / Guidelines / Rules of the Stock Exchanges/ SEBI/other Statutory authorities, excluding uploading of few documents on the website of the Company due to some technical issues. There have been no instances of non-compliance by the Company as per the Listing Regulations.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

There are no outstanding GDRs / ADRs / Warrants or any Convertible instruments as on March 31, 2020.

Auditors' Certification on Corporate Governance

Compliance certificate from the Auditors regarding compliance of conditions of corporate governance forms part of this Annual Report.

Compliance Officer:

Ms. Maitri Chatterjee, Company Secretary & Compliance Officer

Certificate from Company Secretary in Practice certifying the eligibility of the Directors

Certificate from Mr. Vijaykrishna K T, Company Secretary in Practice, having ICSI Membership No. F 1788, C.P. No. 980, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by The Securities



and Exchange Board of India, Ministry of Corporate Affairs and/ or any such statutory authority, is enclosed as Annexure to this Report on Corporate Governance.

Total Fees for all services paid to the Statutory Auditors of the Company by the Company is Rs. 4,47,000/-

Details of compliance with Mandatory Requirements:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of Listing Regulations. The Composition of the Board of Directors of the Company was not in Compliance with Regulation 17 of the Listing Regulations for the quarter ended September 2018 and December, 2018. The Company has complied with Regulation 17 and the same has been acknowledged by the Exchange vide its Notice No. 20190408-35 dated April 8, 2019. The Company is well complied with the provisions laid down under Company Act, 2013 and SEBI Listing Regulations.

Pursuant to the requirements of 'Criteria of Independence' as laid down under Section 149(6) of the Companies Act, 2013 and the Listing Regulations, all of the Independent Directors have given declarations that they meet such criteria of Independence.

In order to maintain transparency, your Company maintains an arm's length while dealing with its Independent Directors. No transactions were entered with Independent Directors in the year which could have any material pecuniary relationship with them. Apart from sitting fee, no other remuneration was given to any of the Independent Directors.

Adoption of the Non-Mandatory Requirements:

- i. Nomination and Remuneration Committee has duly been constituted.
- ii. The Company consistently trains its Board members, on an on-going basis, in the business model of the Company as well as the risk profile of the business parameters of the Company, their responsibilities as Directors, and the best ways to discharge them.
- iii. The Company has a procedure of bringing to the notice of management, any matter/s regarding concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethics Policy.
 - Independent Directors of the Company have the option and freedom to meet Company Management regularly. They are provided with all information sought by them to perform their duty effectively and efficiently.
 - Audit Committee has duly been constituted, and its scope and functions has already detailed elsewhere in this report.



- Matters referred to Audit Committee, as detailed elsewhere in the report include, inter alia, recommendation to Board, on appointment of Statutory and Internal Auditors.
- Reconciliation of Share Capital Audit Report is conducted every financial quarter and placed before the Audit Committee and the Board for review.

Plant Locations

The Company's Research and Development facilities are located at the below mentioned address which is also the Registered Office of the Company:

- (a) Survey Number 75 and 125,
Madagondanahalli Village,
Maddhure Hobli, Doddaballapur,
Bangalore 561203
- (b) Survey Nos. 134/a and 134/b
Sikandpur Village, Machum,
Aligarh District, Uttar Pradesh

Address for Correspondence

Survey Number 75 and 125,
Madagondanahalli Village,
Maddhure Hobli, Doddaballapur,
Bangalore 561203



Registrar & Share Transfer Agent Address for Correspondence

Integrated Registry Management Services Private Limited
No.30, Ramana Residency, 4th Cross
Sampige Road, Malleshwaram
Bangalore – 560 003



The Monthly High / Low closing prices of shares of the Company from April 1, 2019 to March 31, 2020 are given below:

Month	Open	High	Low	Close	No. of shares	No. of Trades	Total Turnover	Spread	
								H-L	C-O
Apr- 19	4.00	5.65	3.40	5.65	111601	303	497845	2.25	1.65
May- 19	5.93	6.22	4.63	4.63	98957	312	527664	1.59	-1.30
Jun- 19	4.60	4.72	2.80	3.41	105808	245	362171	1.92	-1.19
Jul- 19	3.58	4.94	3.49	3.49	130936	287	550854	1.45	-0.09
Aug- 19	3.50	3.80	2.71	3.15	84372	210	259933	1.09	-0.35
Sep- 19	3.30	3.30	2.24	2.24	108665	233	299142	1.06	-1.06
Oct- 19	2.13	2.46	2.02	2.22	47846	145	106045	0.44	0.09
Nov- 19	2.22	2.22	2.01	2.01	1491	9	3152	0.21	-0.21
Dec- 19	2.01	2.01	1.57	1.57	15302	39	24675	0.44	-0.44
Jan- 20	1.53	1.53	1.30	1.30	8974	23	12222	0.23	-0.23
Feb- 20	1.24	1.30	1.08	1.08	106526	45	129198	0.22	-0.16
Mar- 20	1.05	1.05	0.86	0.94	28931	39	28303	0.19	-0.11



DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2020 (PHYSICAL)

CATEGORY		No. of Shareholders	% (Percentage)	No. of Shares held	% (Percentage)
Upto 500		1531	92.40	255866	4.04
501	1000	64	3.86	47500	0.75
1001	2000	23	1.39	34152	0.54
2001	3000	28	1.69	70400	1.11
3001	4000	1	0.06	3200	0.05
4001	5000	3	0.18	15000	0.24
5001	10000	6	0.36	40534	0.64
10001 and Above		1	0.06	5869840	92.64
TOTAL		1657	100.00	6336492	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2020 (ELECTRONIC)

CATEGORY		No. of Shareholders	% (Percentage)	No. of Shares held	% (Percentage)
Up to 500		6702	74.76	1120738	4.74
501	1000	986	11.00	844059	3.57
1001	2000	498	5.55	789201	3.34
2001	3000	194	2.16	507543	2.14
3001	4000	138	1.54	502756	2.12
4001	5000	110	1.23	523395	2.21
5001	10000	137	1.53	1025910	4.34
10001 and Above		200	2.23	18349746	77.55
TOTAL		8965	100.00	23663348	100.00



DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2020 (PHYSICAL & ELECTRONIC)

CATEGORY		No. of Shareholders	% (Percentage)	No. of Shares held	% (Percentage)
Up to500		8233	77.51	1376604	4.59
501	1000	1050	9.89	891559	2.97
1001	2000	521	4.90	823353	2.74
2001	3000	222	2.09	577943	1.93
3001	4000	139	1.31	505956	1.69
4001	5000	113	1.06	538395	1.79
5001	10000	143	1.35	1066444	3.55
10001 and Above		201	1.89	24219586	80.73
TOTAL		10622	100.00	29999840	100.00

SHAREHOLDING PATTERN AS ON 31.03.2020

Category	Total No. of Shares	% of Shareholding
Promoters/Persons acting in concert	7338600	24.46
Banks, FIs, Insurance Cos,etc	6650	0.02
Private Corporate Bodies	2750905	9.17
Mutual Funds	0	0
NRIs/OCBs/FIIs	6242164	20.81
Indian Public	13645888	45.49
Others(ClearingMembers/Trust)	15633	0.05
Total	29999840	100.00



The Company's Equity Shares are compulsorily traded in the electronic form. As on March 31, 2020 about **2,36,63,348** shares representing 78.88% of the equity shares have been dematerialized and the balance **63,36,492** shares representing 21.12% were in Physical form. The Shareholders can hold the shares in demat form either through NSDL or CDSL.

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

The Board of Directors and Senior Management Personnel of the Company have affirmed their compliance with the said Code. It is hereby declared that the Company has obtained from all the Board Members and Senior Management Personnel affirmation that they have complied with the said Code for the financial year 2019-20.

For and on Behalf of the Board of Directors



Place: Bangalore
Date: July 28, 2020

Sd/-
Anil Kshetry
Managing Director
DIN : 08706216