



REPORT ON CORPORATE GOVERNANCE

1. Corporate Governance from Continental seeds & chemical Limited

Corporate Governance is about commitment to values and ethical business conduct and improves public understanding of the structure, activities and policies of the organization.

Your Company believes that the implementation of good corporate practices bring positive strength among all the stakeholders of the Company, which is key to success for any corporate.

2. Board of Directors

2.1 Board Diversity and Structure

The Board composition is in compliance with the Regulation 17 of the Listing Regulations 2015 as well as the Companies Act, 2013. As on 31st March, 2019, the Company had five Directors on the Board. Presently more than fifty percent of the Board comprises of Non-Executive Directors. Out of the 5 (five) Directors, 1 (One) is Non-Executive- Non Independent Director, 1 (One) is Executive & Women Director, 2 (two) are Non-Executive -Independent Director and 1 (one) Managing Director.

The members on the Board possesses adequate experience, expertise and skills necessary for managing the affairs of the Company in the most effective and efficient manner.

2.2 Independent Directors

Mr. Gopal Krishan Sharma and Mr. Prashant Rastogi Independent Director of the Company continue to be the Independent Directors of the Company. The Independent Directors have submitted the declaration that they meet the criteria of Independence as per the provisions of Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchanges. None of the Independent Directors is holding directorship in more than 7 listed Companies. The Company has also issued the formal letter of appointments to all the Independent Directors in the manner provided under the Companies Act, 2013 and under the LODR Regulations.

2.3 Familiarisation Programme

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges, mandates the Company to familiarize the Independent Directors with the Company, their roles, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

The Company conduct programmes/ presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company.

The above programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates.

The details of such Familiarization programme for Independent Directors in terms of Regulation 25(7) of the Listing Regulations, 2015 are posted on the website of the Company and can be accessed on the website of the company www.continentalseeds.co.in.

2.4 Board Meetings

During the financial year ended 31st March, 2019, the Board met 7 (seven) times i.e.

Sr. No.	Date of Board Meeting	Directors Present	Designation
1.	02 nd April, 2018	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
		Mr. Mujuffar Khan	Independent Director
		Mr. Prashant Rastogi	Independent Director
2	25 th May, 2018	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
		Mr. Mujuffar Khan	Independent Director
		Mr. Prashant Rastogi	Independent Director
3.	02 nd July, 2018	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
		Mr. Mujuffar Khan	Independent Director
		Mr. Prashant Rastogi	Independent Director
4.	23 rd August, 2018	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
		Mr. Mujuffar Khan	Independent Director
		Mr. Prashant Rastogi	Independent Director



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5.	03 rd September, 2018	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
		Mr. Mujuffar Khan	Independent Director
		Mr. Prashant Rastogi	Independent Director
6.	14 th November, 2018	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
		Mr. Gopal Krishan Sharma	Independent Director
		Mr. Prashant Rastogi	Independent Director
7.	06 th March, 2019	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
		Mr. Gopal Krishan Sharma	Independent Director
		Mr. Prashant Rastogi	Independent Director

The Annual General Meeting was held on 18th September, 2018.

The attendance of Directors at the Board Meetings held during the financial year ended 31st March, 2019 under review as well as in the last Annual General Meeting and the number of the other Directorships/Committee positions presently held by them are as under:-

Name of Directors	Date of Appointment	Category	No of Board Meetings	No. of Board meeting attended	Attendance at the last AGM	No of Directorship in other Public Companies	Shareholding in the Company
Mr. Praveen Rastogi	01/12/2011	MD	7	7	Present	NIL	27.75
Mrs. Jaishree Rastogi	01/12/2011	ENID	7	7	Present	NIL	28.75
Mr. Sachin Rastogi	01/12/2011	NENID	7	7	Present	NIL	0.18
Mr. Prashant Rastogi	30/09/2017	NEID	7	7	Present	NIL	NIL
Mr. Gopal Krishan Sharma	18/09/2018	NEID	7	2	Present	NIL	NIL

NEID- Non Executive Independent Director, ENID- Executive Non Independent Director MD- Managing Director, NENID- Non Executive Non Independent Director MD- Managing Director

Present Directorships in other Companies/Committee Positions (including Continental Seeds and Chemical Limited)

S. No.	Name of Director	Directorships (Name of Companies)*	Committee(s) Position		
			Name of the Company	Committee	Position
1.	Mr. Praveen Rastogi	1) PRAVEEN AROMA PRIVATE LIMITED	NIL	NIL	NIL
			NIL	NIL	NIL
2.	Mrs. Jaishree Rastogi	1) PRAVEEN AROMA PRIVATE LIMITED	NIL	NIL	NIL
3.	Mr. Sachin Rastogi	1) PRAVEEN AROMA PRIVATE LIMITED 2) ALCAN LIFE SCIENCES PRIVATE LIMITED	NIL	NIL	NIL
4.	Mr. Prashant Rastogi	-	NIL	NIL	NIL
5.	Mr. Gopal Krishan Sharma	-	NIL	NIL	NIL

* The directorship held by directors as mentioned above does not include directorship of foreign companies, Section 8 Companies and Private Limited Companies, if any.

** Subsidiary of a Limited Public Company

None of the Directors on the Board hold directorships in more than ten public companies and memberships in more than ten Committees and they do not act as Chairman of more than five Committees across all companies in which they are directors.

2.5 Meeting of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive Directors or representatives of management. All the Independent Directors strive to be present at such meetings.

2.6 Evaluation of Board/Independent Directors Effectiveness

In terms of provision of Companies Act, 2013 read with Rules issued there under and as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Board of Directors, on recommendation of Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly performance evaluation of the Board, each Director and Committees was carried out for the financial year ended 31st March, 2019. The evaluation of the Directors was based on various aspects which, inter alia,



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included the level of participation in the Board Meeting, understanding their roles and responsibilities, business of the Company and also effectiveness of their contribution.

2.7 Information Placed before the Board

In addition to the matters which statutorily require Board's approval, the following matters as required under code on Corporate Governance are also regularly placed before the Board:-

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the listed entity and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.
- The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

3. Committees of the Board

In terms of the SEBI code on the Corporate Governance, the Board of the Company has constituted the following Committees: -

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

3.1 Audit Committee

The Composition of the Audit Committee is in line with the provision of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are financially literate and have requisite experience in accounting and financial management.

The Company Secretary acts as Secretary to the Committee. Statutory Auditors is the permanent Invitee.

The followings are the members at the Committee and there was **4 (Four)** meetings held in the company during the FY 2018-19.

Name of Directors	Designation
Mr. Prashant Rastogi	Chairman
Mr. Gopal Krishan Rastogi	Member
Mr. Praveen Rastogi	Member

- Mr. Mujuffar Khan ceased to be a member of the Audit Committee..w.e.f. 03rd September, 2018.
- Mr. Gopal Krishan Sharma was appointed as a member of the committee w.e.f. 18th September, 2018.

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. 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.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's 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. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
 10. 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 10. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 11. 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.
 12. Discussion with internal auditors any significant findings and follow up there on.
 13. 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.
 14. 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.
 15. 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.
 16. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 18. 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 & background, etc. of the candidate.
 19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 20. Mandatorily reviews the following information:



- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

21. Review the Financial Statements of its subsidiary company, if any.

22. Review the composition of the Board of Directors of its Subsidiary Company, if any.

23. Review the Vigil mechanism (whistle blowing) policy.

24. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment / re-appointment of external and internal auditors, tax auditors, cost auditors, fixation of statutory audit fees, internal audit fees and tax audit fees and also approval for payment of any other services.
- Review with management, the annual financial statements before submission to the Board.
- Review half yearly un-audited/audited financial results/ review reports.
- Review the financial statements in particular of the investments made by the unlisted subsidiary companies.
- Review with management, performance of external and internal auditors, and adequacy of internal control system.
- 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;
- Discussions with statutory auditors before the audit commence about nature and scope of audit as well as have post audit discussions to ascertain any area of concern.
- Approve the appointment of Chief Financial Officer.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors, if any.
- Review of the use/application of money raised through Public/Rights/Preferential Issue, if any.



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- Approval or any subsequent modification(s) of transactions of the Company with related parties, if any.
- Review and monitor auditors independence and performance and effectiveness of audit process.
- Scrutiny of inter corporate loans and investments.
- Review the Company's financial and Risk Management Policy
- Discussions with internal auditors of any significant findings and follow up thereon.
- 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.
- Valuation of Undertakings or assets of the Company where it is necessary.
- To review the functioning of the Whistle Blower / Vigil mechanism.
- Evaluation of Internal Financial control and risk management system.

The Audit Committee during the year has approved the overall framework for RPTs, the Policy on dealing with the RPTs, the policy on materiality of RPTs and the criteria for granting ominous approval in line with the policy of dealing with RPTs in accordance with provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 .

3.2 Nomination & Remuneration Committee

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee which is responsible for determining the Company's policy on specific remuneration package for Executive Directors including any compensation payment.

The present composition of Nomination and Remuneration Committee is as under:

Name of Directors	Designation
Mr. Prashant Rastogi	Chairman
Mr. Gopal Krishan Sharma	Member
Mr. Sachin Rastogi	Member

- Mr. Mujuffar Khan ceased to be a member of the Committee w.e.f. 03rd September, 2018.
- Mr. Gopal Krishan Sharma was appointed as a member of the committee w.e.f. 18th September, 2018.

The terms of reference of Nomination and Remuneration Committee are given below:

- The Nomination and Remuneration committee recommends to the board the compensation terms of the executive Directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.



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- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.
- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting formulated the Nomination and Remuneration Policy and the policy on Board Diversity of the Company on the recommendation of Nomination & Remuneration Committee.



Nomination & Remuneration Policy of the Company
Continental Seeds and Chemical Limited
Remuneration Policy

Preamble

Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI listing Regulations, 2015 provides that the Nomination and Remuneration Committee (“NRC”) shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel (“KMP”) and other employees.

Objective

The Remuneration Policy of Continental Seeds and Chemical Limited (the “Company”) is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy reflects the Company’s objectives for good corporate governance as well as sustained long term value creation for shareholders.

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

Applicability

This Remuneration Policy applies to directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

Appointment criteria and qualifications

The NRC shall identify and ascertain the integrity, qualifications, expertise and experience of the person for appointment as Director, KMP or at senior management personnel and recommend to the Board his/her appointment. A person should possess adequate qualifications, expertise and experience for the position he/she is considered for appointment.

Directors

As per the Policy followed by the Company the non-executive directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions.

Remuneration of Whole Time Directors including Managing Director reflects the overall remuneration philosophy and guiding principle of the Company. When considering the Appointment and remuneration of Whole Time Directors, the NRC considers pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The NRC while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the Company successfully.

The NRC while considering a remuneration package must ensure a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.



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The term of office and remuneration of Whole Time Directors are subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act, 2013. Remuneration packages for Whole Time Directors are designed to remunerate them fairly and responsibly. The Whole Time Directors' remuneration comprises of salary, perquisites, allowances apart from retirement benefits like P.F., Superannuation, Gratuity, etc as per Rules of the Company.

The Whole Time Directors are entitled to customary non-monetary benefits such as company cars, furnished accommodation, health care benefits, leave travel, communication facilities, etc. Their terms of appointment also provide for severance payments.

Evaluation

The NRC shall carry out evaluation of performance of all directors in every year. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Further the Independent directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management. The meeting shall:

- a) Review the performance of non-independent directors and the Board as a whole
- b) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors.

Key Managerial Personnel and Senior Management

Remuneration of KMP and other senior management personnel is decided by the Managing Director.

Total remuneration comprises of:

1. A fixed base salary - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
2. Perquisites – in the form of house rent allowance/ accommodation, furnishing allowance, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
3. Retirement benefits - contribution to PF, superannuation, gratuity, etc as per Company Rules.
4. Variable payments - performance linked variable pay reflecting short and long term performance
5. Motivation /Reward - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by the Managing Director based on their annual performance.
6. Severance payments - in accordance with terms of employment, if any.

Other employees

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites, allowances and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/ reward/ severance payments is applicable to this category of personnel as in the case of those in the management cadre.

Disclosure of information

Information on the total remuneration of members of the Company's Board of Directors, Whole Time Directors and KMP/ senior management personnel may be disclosed in the Company's annual financial statements as per statutory requirements.

Amendments

The Board of Directors of the Company may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board of Directors in line with the broad intent of the Policy.

3.3 Stakeholders Relationship Committee

Pursuant to provisions of Section 178(5) of the Companies Act, 2013, "Stakeholders Relationship Committee" was formed by the Board at their meeting held on 1st November, 2017. The scope of the Stakeholders Relationship Committee shall be to consider and resolve the grievances of security holders of company. This Committee looks into transfer and transmission of shares/debentures/bonds etc., issue of duplicate share certificates, issue of shares on rematerialisation, consolidation and sub-division of shares and investors' grievances. This Committee particularly looks into the investors grievances and oversees the performance of the Share Department /Share Transfer Agent and to ensure prompt and efficient investors' services.

The present composition of Stakeholders Relationship Committee is as under:

Sr. No.	Name	Designation	Nature of Directorship
1.	Mr. Prashant Rastogi	Chairman	Independent Director
2.	Mr. Gopal Krishan Sharma	Member	Independent Director
3.	Mr. Sachin Rastogi	Member	Non Executive and Non Independent Director

- Mr. Mujuffar Khan ceased to be a chairperson and member of the Committee effective 03rd September, 2018.
- Mr. Gopal Krishan Sharma was appointed as a member of the committee w.e.f. 18th September, 2018.

Role of stakeholder Relationship committee

The Stakeholder Relationship Committee of our Board looks into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item. More details on share transfers, investors' complaints, etc. are given in the shareholder information section of this report.

Company Secretary & Compliance Officer, acts as the Secretary of the aforesaid Committee

1.4 Details of pecuniary relationship/transactions of the Non – Whole Time Directors/their Firms & Companies vis-a-vis the Company during the financial year 2018-2019

Nil

4. General Body Meetings

Location and time where General Meetings held in the last 3 years is given below:

Year	AGM	Location	Date	Time
2017-18	AGM	Delhi	18.09.2018	11:00 A.M.
2016-17	AGM	Delhi	30.09.2017	11:00 A.M.
2015-16	AGM	Delhi	19.09.2016	11:00 A.M.

1. Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large.

None of the materially significant transactions with any of the related parties were in conflict with the interest of the Company. Attention of the members is drawn to the disclosures of transactions with related parties set out in note no. 2.10 of the Financial Statements forming part of the Annual Report.

2. Details of non-compliance by the Company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

During the year 2018-19, there were no penalties imposed upon the company by Stock exchanges or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.

3. Vigil Mechanism and Whistle Blower Policy of the Company

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through this policy envisages to encourage the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds and things which the management or any superior may indulge in. This Policy has been circulated to employees of the Company and is also available on Company's Website.

No employee of the Company is denied access to the Audit Committee.

4. Details of compliance with mandatory requirements and adoption of the non mandatory requirements of this clause

Company has complied with mandatory requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

5. Secretarial Auditor

During the Financial year 2018-2019 the Company fall within the requirements of the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. However, the Board has appointed M/s Laur & Associate, Company Secretaries as Secretarial Auditors of the Company for the period of three Financial Years from **01st April, 2019 to 31st March, 2022.**

6. Secretarial Certificates

Applicable on the company as on 31.03.2018

7. Reconciliation And Share Capital Audit

- (i) Pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and [(regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996]. with the Stock Exchanges, certificates, on quarterly basis, have been issued by a Company Secretary in-Practice for due compliance of share transfer formalities by the Company.
- (ii) A Company Secretary in-Practice carried out a reconciliation of Share Capital Audit to reconcile the total admitted share capital with National Securities Depository Limited and Central Depository Service (India) Limited (“Depositories”) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialised form (held with Depositories).

8. CEO & CFO certification

The Director (Finance) and Chief Financial Officer (CFO) of the Company gives annual certifications on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

9. Means of Communications

The Company’s website www.continentalseeds.co.in contains Annual Reports, Financial Results, Shareholding Pattern, etc. Management Discussions and Analysis forms part of the Directors’ Report, which is posted to the shareholders of the Company.

10. Code of conduct for Board Members and Senior Management Personnel

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel and the same has been posted on the Company’s website. The Directors and the Senior Management Personnel affirm the Compliance of the Code annually. A certificate to this effect is attached to this Report duly signed by the as Director (Finance).

15 Shares/Convertible Instruments held by Non-Executive Directors

Nil

CORPORATE POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 mandate the formulation of certain policies for all listed companies. The corporate governance policies are available on the Company's website, at www.continentalseeds.co.in. The policies are reviewed periodically by the Board and updated as needed.

Key policies that have been adopted are as follows:

Name of Policy	Brief Description	Weblink
Whistleblower Policy (Policy on vigil mechanism)	The Company has adopted a whistleblower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics.	http://www.continentalseeds.co.in/invetor_folder/Policies/vigil%20machanism%20policy.pdf
Code of Conduct and Ethics	The Company has adopted the Code of Conduct and Ethics which forms the foundation of its ethics and compliance program.	http://www.continentalseeds.co.in/invetor_folder/Policies/CODE%20OF%20CONDUCT%20FOR%20DIRECTORS%20AND%20SENIOR%20MANAGEMENT%20PERSONNEL.pdf
Insider Trading Policy	The policy provides the framework in dealing with securities of the Company	http://www.continentalseeds.co.in/invetor_folder/Policies/Insider-Trading-Policy.pdf
Policy for Determining Materiality for Disclosures	This policy applies to disclosures of material events affecting Infosys and its subsidiaries. This policy is in addition to the Corporate Policy Statement on Investor Relations, which deals with the dissemination of UPSI.	http://www.continentalseeds.co.in/invetor_folder/Policies/Policy%20for%20determining%20material%20subsidiaries.pdf
Remuneration Policy	This policy formulates the criteria for determining the remuneration of the directors, key managerial personnel, senior management and other employees.	http://www.continentalseeds.co.in/invetor_folder/Policies/Remuneration%20Policy.pdf
Policy on Material Subsidiaries	The policy is used to determine the material subsidiaries and material unlisted Indian subsidiaries of the Company and to provide the governance framework for them.	http://www.continentalseeds.co.in/invetor_folder/Policies/Policy%20on%20Materiality.pdf
Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties.	http://www.continentalseeds.co.in/invetor_folder/Policies/POLICY%20ON%20RELATED%20PARTY%20TRANSACTIONS.pdf
Document Retention and Archival Policy	The policy deals with the retention and archival of corporate records of Continental Seeds and Chemical Limited.	http://www.continentalseeds.co.in/invetor_folder/Policies/ARCHIVAL%20POLICY.pdf
Policy on Board Diversity	The policy is used to recognizes and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity	http://www.continentalseeds.co.in/invetor_folder/Policies/POLICY%20ON%20BOARD%20DIVERSITY.pdf



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	of perspectives appropriate to the requirements of the business of the Company.	
Risk Management And Internal Control Policy	This policy applies to all team members, whether full time, part time or casual at any level of seniority within the business. The policy also applies to contractors and consultants working on behalf of the Company.	http://www.continentalseeds.co.in/invetor_folder/Policies/Risk_Management_and_Internal_Control_Policy.pdf
Policy on Materiality	The purpose of this policy is to ascertain the requirement of disclosure of events or information to stock exchange(s) and defining criteria for determining materiality of events and information specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations, 2015	http://www.continentalseeds.co.in/invetor_folder/Policies/Policy%20on%20Materiality.pdf



GENERAL SHAREHOLDER'S INFORMATION

- 1. AGM date , time and venue** : 27th September, 2019 , at 11:00 A.M
A-33, Upper Ground Floor, F.I.E.E. Complex Okhla Industrial Eastate, Phase II New Delhi South Delhi DL 110020
- 2. Financial Year** : 01st April 2018 to 31st March, 2019
- 3. Date of Book Closing** : 20th September, 2019 to 27th September, 2019
(both days inclusive)
- 4. Dividend Payment Date** : NA
- 5. Listing on Stock Exchanges** : National Stock Exchange of India Limited
Listing Department
Exchange Plaza BandraKurla Complex,
Bandra (East), Mumbai 400001
- 6. Status of Listing Fees** : Paid for FY 2019-2020
- 7. Registered Office** : A-33, Upper Ground Floor, F.I.E.E. Complex Okhla
Industrial Eastate, Phase II, New Delhi, South Delhi 110020
- 8. CIN** : L01111DL1983PLC015969
- 9. Website/Email** : www.continentalseeds.co.in
- 10. Depositories** : **National Securities Depository Ltd.(NSDL)**
4th Floor, 'A' Wing, Trade World
Kamla Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai - 400 013
Tel: +91-22-24994200, Fax: +91-22-24972993

Central Depository Services (India) Ltd.(CDSL)
Phiroze Jeejeebhoy Towers
28th Floor, Dalal Street
Mumbai - 400 023
Tel: +91-22-22723333, Fax: +91-22-22723199
- 11. ISIN** : INE340Z01019
- 12. Registrar and Transfer Agents** : Mas Services Limited
T-34, 2nd Floor Okhla Industrial Area Phase-II
New Delhi- 110020
Phone Number:- 011-26387281-83, Fax: 011-26387384;
Email: info@masserv.com,



13. Members are requested to correspond with the Company's Registrar & Transfer Agents- Mas Services Limited quoting their folio no./DP ID/Client ID No at the following address:

Mas Services Limited

T-34, 2nd Floor Okhla Industrial Area Phase-II

New Delhi- 110020

Phone Number:- 011-26387281-83, Fax: 011-26387384; Email: info@masserv.com,

14. Share Transfer System

Share Transfer in physical form can be lodged with Mas Services Limited at the above mentioned address. Such Transfer are normally completed within 15 days from the date of receipt. The Company Secretary is duly empowered to approve transfer of shares.

The Total Number of shares transferred in physical form during the financial year 2018-2019

Number of Transfer Deeds	Nil
Number of Shares	Nil

15. Investor's complaints received during the financial year 2018-2019:

No complaints received during the financial Year 2018-2019.

16. Distribution of Shareholding as on 31st March, 2019

No. of ordinary Shares	No. of Shareholders	Percentage of total Shareholders	Shares Amount (Rs)	Percentage of total Shareholdings
Up To 5,000	35	70	1400000	2.33
5001 To 10,000	0	0	0	0
10001 To 20,000	03	6	348500	0.58
20001 To 30,000	0	0	0	0
30001 To 40,000	0	0	0	0
40001 To 50,000	0	0	0	0
50001 To 1,00,000	01	2	880000	1.46
1,00,000 and Above	11	22	57388350	95.63
Total	50	100	60016850	100

17. Categories of Shareholdings as on 31st March, 2019:

S. No.	Category	Shares	%
A	Promoters Holding		
1	Indian Promoters	4381685	73.01
2	Foreign Promoters	-	-
Sub Total (A)		4381685	73.01
B	Public Shareholding		
1	Institutional Investors	-	-
a)	Mutual Funds & UTI	-	-
b)	Banks, Financial Institutions, Insurance Companies(Central/State Government Institutions/Non-Government Institutions)	-	-
c)	Foreign Institutional Investors	-	-
Sub Total (B1)		0.00	0.00
2	Non Institutional Investors		
a)	Private Corporate Bodies		
b)	Indian Public	1620000	26.99
c)	NRI's		
d)	Any other		
i)	Foreign Banks	-	-
ii)	Trusts	-	-
iii)	OCBs		
Sub Total (B2)		1620000	26.99
Total public Shareholding (B=B1+B2)		1620000	26.99
C	Shares held by Custodian and against which depository receipts have been issued	-	-
GRAND TOTAL (A+B+C)		6001685	100

19. Dematerialization of Shares

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated May 29, 2000.

The Company has established connectivity with both the Depositories viz. National Security Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on 31st March, 2019, the 100 % of the Company Share's Capital is in dematerialized form.



20. Market Price Information:

Month	NSE (in Rs)	
	Highest	Lowest
01st April, 2018 – 31st March, 2019	27.30	12.20

21. Scrip Codes: NSE (Emerge): CONTI

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

I, **Praveen Rastogi**, Managing Director of Continental Seeds and Chemicals Limited, hereby declare that all Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct as on 31st March, 2019.

Place: New Delhi

Date: 29/08/2019

**Sd/-
Praveen Rastogi
Managing Director**