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Continental Seeds and Chemical Limited

34th ANNUAL REPORT

2017-18



BOARD OF DIRECTORS

Mr. Praveen Rastogi	(Managing Director)
Mrs. Jaishree Rastogi	(Executive & Women Director)
Mr. Sachin Rastogi	(Non Executive Director)
Mr. Mujuffar Khan	(Independent Director)
Mr. Prashant Rastogi	(Independent Director)

Mr. Utpal Tandon	CFO
Ms. Anitaben Digbijay Paul	Company Secretary

STATUTORY AUDITORS

M/s PMAS & Associates LLP (Chartered Accountants)

Delhi, Firm Registration No.024726N

REGISTERED OFFICE

Lower Ground Floor, Plot No. 38, Okhla Phase 3, New Delhi 110020

Email: cs@continentalseeds.co.in.

Website: www.continentalseeds.co.in

REGISTRAR AND TRANSFER AGENT

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

Website: www.masserv.com



CONTENTS

1. Notice
2. Director's Report & Management Discussion & Analysis
3. Report on Corporate Governance
4. Shareholders Information
5. Auditors Report
6. Balance Sheet and Statement of Profit & Loss with Notes
7. Cash flow statement
8. Proxy Form
9. Route Map



NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of Continental Seeds and Chemical Limited will be held on Tuesday, 18th September, 2018 at 11:00 a.m. at Lower Ground Floor, Plot No. 38, Okhla Phase 3, New Delhi-110020 to transact the following business:

Ordinary Business:

1. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company for the year 2017-18 together with the Reports of the Board of Directors’ and Auditors’ thereon of the Company for the year 2017-18 as presented to the meeting, be and hereby, approved and adopted.”

2. To appoint a Director in place of Mrs. Jaishree Rastogi (DIN: 01414622), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mrs. Jaishree Rastogi (DIN: 01414622), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. **Ratification of appointment of Statutory Auditors of the Company:**

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and all other applicable provisions of Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force the company hereby ratifies the appointment of M/s PMAS & Associates LLP, Chartered Accountants (Firm Registration No. 024726N) be and is hereby ratified as Statutory Auditors of the Company for the rest of their tenure, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company held for the FY 2021-22.”

By order of the Board
For **Continental Seeds and Chemicals Limited**

SD/-

Praveen Rastogi

Managing Director

DIN: 01414608

Address: - H. NO. 760 KOT SHARKI D

Ashink Sambhal 244302

Date: 23/08/2018

Place: New Delhi

NOTES:

1. A Member of the company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. A blank form of the proxy is enclosed. The instrument appointing the proxy should, however, be deposited at the registered office of the company duly completed not later than forty eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 11th day of September, 2018 to Tuesday, 18th September, 2018 (both days inclusive).
4. Members are requested:
 - i) to kindly notify the change of address, if any, to the Company/ their Depository Participant.
 - ii) to bring their attendance slip along with their copy of the Annual Report in the Meeting.
 - iii) to deposit the duly completed attendance slip at the Meeting.
5. Members may use the facility of Nomination. A Nomination Form will be supplied to them on request.
6. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays during business hours upto the date of the Annual General Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The copies of the Annual Reports will not be distributed at the Annual General Meeting (AGM). Members are requested to bring their copies to the meeting. The Annual Report of the Company is also available on the Company's website www.continentalseeds.co.in

DIRECTORS' REPORT

To the Members,

Continental Seeds and Chemical Limited

The Directors of the Company have pleasure in presenting the 34th Annual Report and Audited Statement of Accounts for the financial year ended 31st March, 2018.

1. FINANCIAL HIGHLIGHTS

Financial results of your Company for the year ended 31st March 2018 are summarized below.

(In Rs)

PARTICULARS	2017-18	2016-17
Sales and Services	81,62,24,788	58,18,61,908
Other Income	9,21,529	6,32,589
Total Revenue	81,71,46,317	58,24,94,497
Total Expenditure	80,65,10,386	57,53,68,468
Profit before Tax	1,06,17,072	70,68,343
Less: Tax Expenses		
Current Tax	42,31,000	14,92,188
MAT credit utilized	25,68,249	-
Net current tax	16,62,751	-
Deferred Tax Assets	8,26,562	8,92,026
Profit/Loss After Tax	7212633	46,84,129
Add: Balance B/F from Previous year	1,88,30,452	1,39,59,235
Less: Issue of Bonus shares	65,47,750	-
Other adjustments	-	1,87,088
Balance Profit/(Loss) C/F to the next year	1,94,95,335	1,88,30,452

2. DIVIDEND

The Board of Directors do not recommend any dividend on Equity Share Capital for the year under review with a view to conserve resources and to plough back the profits for the Financial Year ended 31st March, 2018 and to strengthen the net working capital.

3. SHARE CAPITAL

During the financial year 2017 -2018 Company has issued 31,29,775 equity shares of face value of Rs. 10 each as bonus shares. The paid up capital of the Company stood at Rs. 43,816,850.00/- (Rupees Four Crore Thirty Eight Lakh Sixteen Thousand Eight Hundred Fifty Only) having 4,381,685 Equity Shares of Rs. 10/- each.

4. MANAGEMENT DISCUSSIONS & ANALYSIS (MDA)

Financial Review

The operating income during the financial year ended 31st March, 2018 stood at Rs. 10617072/- as against the total operating income of Rs. 7068343/- in the previous financial year ended 31st March, 2017. During the Year the Company has earned a net profit of 7212633/- as compared to the net profit of Rs. 4684129/- in the previous year.

Industry Overview for the Company

Gross Value Added by Agriculture Sector is estimated at Rs 17.67 trillion (US\$ 274.23 billion) in FY 2017-18. As per Union Budget 2018-19 allocation of Rs 57,600 crore (US\$ 8.9 billion) was made for the Agriculture Ministry which might help the sector to boom at the desired rates.

“Year 2017-2018 turned out to be a complicated year for investors with corporate performance failing markets expectation. Domestic politics have also eluded market expectations.”

Opportunities and Outlook

Domestic stock markets are not out of the woods yet and the coming year will continue to be challenging. However, 2018 is likely to be better than 2017. The agriculture sector in India is expected to generate better momentum in the next few years due to increased investments in agricultural infrastructure such as irrigation facilities, warehousing and cold storage.

“Markets are likely to be volatile. However, we are positive that in 2018, a more meaningful shift will take place in financial assets.

Threat, Risks & Concern

Low pace of global growth, low commodity prices and the government’s inability to balance the fiscal deficit will be three key challenges to the markets. “While the developed economies are moving out of repair, growth across many emerging markets could moderate, given high dollar debt. Key long-term challenge for India remains ability to rein in the consolidated fiscal deficit. Government expenditure bill will increase, with the proposed revision in wages and likelihood of other measures to support rural income.

Adequacy of Internal Control

The Company has a well laid out internal control system. The internal control system is so designed to ensure that there is adequate safeguard, maintenance and usage of assets of the Company.

Human Resources

The Company currently has a strong team of more than 10 employees with experience in stock broking and finance and we would like to thank each and every member of the company for their role and continuous contribution towards the Company’s performance.

5. DETAILS OF SUBSIDIARIES JOINT VENTURE OR ASSOCIATES

The Company has no Subsidiaries, Joint Venture or Associates.

6. DEPOSITS

During the financial year 2017-18, your Company has not accepted any deposit within the meaning of Sections 73 and 74 the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

7. NOMINATION & REMUNERATION POLICY AND PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued there under and Regulation 19 of the LODR, the Board of Directors of the Company at their meeting held on 1st November, 2017 formulated the Remuneration Policy on the recommendations of the Nomination & Remuneration Committee. The salient features covered in the Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this Report.

8. DIRECTOR'S & KEY MANAGERIAL PERSONNEL

Pursuant to Section 152 of the Companies Act, 2013, Mrs. Jaishree Rastogi, Director of the Company, retires by rotation at ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Change in Directors and Key Managerial Personnel

There are some changes in composition of Directors or Key Managerial Personnel during the financial year 2017-2018 as follows:

1. Mr. Prashant Rastogi was appointed as independent Director w.e.f 30/09/2017 and Mr. Mujuffar Khan was appointed as independent Director w.e.f 01/11/2017.
2. Mr. Utpal Tandon was appointed as Chief financial officer (CFO) w.e.f. 30/09/2017.
3. Mr. Sandeep Kumar was appointed as Independent Director of the company as on 28/08/2017 who resigned from the office of directorship w.e.f. 01/11/2017.

Further Mr. Abhinav Mishra, Company secretary of company was appointed on 30/09/2017 was resigned from the post of Company Secretary on 25/05/2018 and Mrs. Anitaben Digbijay Paul was appointed as Company secretary on his place w.e.f. 25/05/2018.

9. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

The Company has received necessary declarations from Mr. Mujuffar Khan and Mr. Prashant Rastogi, Independent Directors of the Company, under section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence laid down in section 149(6) of the Companies Act, 2013.

10. EVALUATION OF BOARD PERFORMANCE

In terms of the provisions of the Companies Act, 2013 read with Rules issued there under and LODR, the Board of Director on recommendation of Nominations & Remuneration Committee have evaluated the effectiveness of the Board/Director(s) for financial year 2017-18.



तराई बीज

11. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring the names of top ten employees in terms of remuneration drawn and the name of every employee, who if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and Twenty lakh rupees is set out in Annexure I to this Report and is available on the website of the Company.

The details about the employees are marked as Annexure-I.

12. NUMBER OF MEETINGS OF THE BOARD

The details of the number of Board meetings of the Company are set out in the Corporate Governance Report which forms part of this Report marked as Annexure II.

13. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit of the Company for the financial year ended 31st March, 2018;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

14. AUDITORS AND AUDITORS' REPORT

Auditor

As per the provisions of Section 139 of the Companies Act, 2013, M/s PMAS & Associates LLP, Chartered Accountants, having Firm Registration No. 024726N, is hereby ratified as Statutory Auditors of the Company for the rest of their tenure, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company held for the FY 2021-22 who have given their eligibility certificates u/s 141 of the Companies Act, 2013.



तराई बीज

The observations of the Auditors, if any, are explained wherever necessary, in the appropriate notes to the accounts. The Auditors' Report does not contain qualification, reservation or adverse remark the observations in the Auditors' Report are self explanatory and do not call for any further comments.

Note: As per the Companies Amendment Act, 2017 read with Notification S.O. 1833(E) dated 7th May 2018 annual ratification of the appointment of auditor is done away with from going forward.

Internal Auditor

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014 the Company has in place proper internal auditor.

15. RELATED PARTY TRANSACTIONS

The details of the related party transactions as required under Accounting Standard – 18 are set out in Note 2.10 to the financial statements forming part of this Annual Report. The particulars of every contract or arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the companies act, 2013 including certain on arm length transactions under third proviso thereto are annexed in form AOC-2 under Annexure II. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website.

16. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT – 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Rule 12 of Companies (Management and Administration) Rules, 2014 are set out herewith as Annexure – III to this Report.

17. LOANS, GUARANTEES AND INVESTMENTS

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Details of loan and advances, guarantee and investments has been given in the Note no. 15 of balance sheet note to accounts.

18. VIGIL MECHANISM

The Board of Directors of the Company have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015. The Company, through this policy envisages to encourage the Directors and Employees of the Company to report to the appropriate authorities any unethical behaviour, improper, illegal or questionable acts, deeds, actual or suspected frauds or violation of the Company's Code of Conduct for Directors and Senior Management Personnel. The Policy on Vigil Mechanism / Whistle blower policy may be accessed on the Company's website.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as under:



तराई बीज

Part A and Part B relating to conservation of energy and technology absorption are not applicable to the Company as your Company is not a manufacturing company.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

(in Rs.)

Total foreign exchange earnings and outgo	2017-18	2016-17
FOB Value of Exports	Nil	Nil
CIF Value of Imports	Nil	Nil
Expenditure in foreign currency	Nil	Nil

20. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by any of the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

21. 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, 2018, 100% of the Company's Share Capital is in dematerialized form.

The Company's shares are regularly traded on Emerge-the SME Growth Platform of National Stock Exchange at Delhi.

22. CORPORATE GOVERNANCE

Pursuant to Regulation 27 of the LODR, the Corporate Governance report together with a certificate issued from Laur & Associates, Company Secretaries on its compliance is made part of the Annual Report.

23. CAUTIONARY STATEMENT

Statement in the management's discussions and analysis describing the Company's projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, changes in government regulations, tax regimes and economic developments within the country and abroad and such other factors.



24. ACKNOWLEDGEMENT

The Directors of the Company are grateful to all the stakeholders including the customers, bankers, suppliers and employees of the Company for their co-operation and assistance.

By order of the Board
For **Continental Seeds and Chemicals Limited**

PRAVEEN RASTOGI

Managing Director

DIN: 01414608

Address: H. No. 760 KOT SHARKI D

Ashink Sambhal UP 244302

JAISHREE RASTOGI

Director

DIN: 01414622

Address: H. No. 760 KOT SHARKI D

Ashink Sambhal UP 244302

Date: 23/08/2018

Place: New Delhi



Annexure I to Director's Report:

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Ratio of Remuneration of each Director to the median remuneration of all the employees of Your Company for the Financial Year 2017-2018:

Name of the Director	Total Remuneration	Ratio of Remuneration of Director to the Median Employee
Mr. PRAVEEN RASTOGI	50000	100:21
Mr. SACHIN RASTOGI	19000	38:21

Notes:

1. Median remuneration of the Company for all its employees is Rs 10,500/- for the financial year 2017-18.
Details of percentage increase in the remuneration of each Director and CFO and Company Secretary in the Financial Year 2017-2018

Name	Remuneration		Increase %
	2017-18	2016-17	
Mr. PRAVEEN RASTOGI	50000	nil	nil
Mrs. JAISHREE RASTOGI	nil	nil	nil
Mr. SACHIN RASTOGI	19000	17000	11.76
Mr. PRASHANT RASTOGI	nil	nil	nil
Mr. MUJUFFAR KHAN	nil	nil	nil
Mrs. UTPAL TANDON	28000	nil	nil
Mrs. ANITABEN DIGBIJAY PAUL	nil	nil	nil

Notes

During the year, your Company not pay the sitting fees of for attending the board and committee meeting. Therefore there is no such remuneration for the non-executive independent director.

The remuneration to Directors is within the overall limits approved by the shareholders.

Percentage increase in the median remuneration of all employees in the financial year 2017-2018

	2017-18	2016-2017	Increase %
Median remuneration of all the employees per annum	10500	7500	40

Number of permanent employees on the rolls of the Company as on March 31st, 2018

Executive/Manager	4
Other employees	16

- A. Explanation on the relationship between average increase in remuneration and Company performance
The increase in average remuneration of all employees in the financial year 2017-18 as compared to the financial year 2016-17 was 15.37% considering the current inflation rate and also to retain the employees, salary of employees was increased.

Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

There is no increase in the salary of the KMP during the Financial Year 2017-18.

Details of share price and market capitalization etc: Not Applicable

- B. Comparison of average percentage increase in salary of employee other than the key managerial personnel and the percentage increase in the key managerial remuneration:

	2017-18	2016-17	Increase (%)
Average salary of all employees (other than key managerial personnel)	79,875	1,17,100	-31.78
Salary of Whole Time Director	NIL	NIL	
Salary of Company Secretary	45,000	NIL	

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel.

- A. Key parameters for the variable component of remuneration No variable compensation is paid by the Company to its Directors.
- B. The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: Not Applicable
- C. Affirmation: It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration Policy of the Company.

Annexure (II) to Director's Report

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length : **NIL**
2. Details of contracts or arrangements or transactions at Arm's length basis:

a)	Particulars			
b)	Name (s) of the related party & nature of relationship	Shree Balaji Enterprises (Entity where wife of director is a Gurantor)	Praveen Aroma Pvt. Ltd. (Entity where KMP have significant influence)	Natural Herbal (Entity where KMP have significant influence)
c)	Nature contracts/arrangements/ transaction	Purchase	Rent Received	Rent Received
d)	Duration of	Ongoing basis	Ongoing basis	Ongoing basis
e)	Salient terms of the contracts or arrangements or transaction including the value, if any	21,98,15,224	1,80,000	1,20,000
f)	Date of approval by the Board	-	-	-
g)	Amount paid as advances, if any	-	-	-



तराई बीज

Annexure (III) to Director's Report

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I	REGISTRATION & OTHER DETAILS:		
i	CIN	U01111DL1983PLC015969	
ii	Registration Date	22-06-1983	
iii	Name of the Company	Continental Seeds And Chemicals Limited	
iv	Category/Sub-category of the Company	Company Limited by Shares Non-Govt Company	
v	Address of the Registered office & contact details	Lower Ground Floor, Plot No. 38 Okhla Phase 3 New Delhi 110020 9690001132 cs@continentalseeds.co.in	
vi	Whether listed company	Yes	
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Mas Services Limited T-34, 2nd Floor Okhla Industrial Areaphase-II, New Delhi-110020 Phone Number:- 011-26387281-83, Fax: 011-26387384 Email: info@masserv.com	
II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY		
	All the business activities contributing 10% or more of the total turnover of the company shall be stated		
SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Trading Activity	46102	100
III	PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES		NA

I. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1 st April, 2017)				No. of Shares held at the end of the year (As on 31 st March, 2018)				% Change during the year#
	Demat	Physical	Total	% of Total Shares #	Demat	Physical	Total	% of Total Shares #	
A. Promoter									
1) Indian									
a) Individual/HUF	-	1251910	1251910	100	4381685	0	4381685	73.01	250
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	-	1251910	1251910	100	4381685	0	4381685	73.01	250
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Promoter Shareholding	-	1251910	1251910	100	4381685	0	4381685	73.01	250



तराई बीज

(A)=(A)(1)+ (A)(2)									
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-				-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-								
a) Non Institutions	-	-	-	-	-	-	-	-	-
b) Bodies Corp. (i) Indian (ii) Overseas	-	-	-	-	-	-	-	-	-
c) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 2lakh	-	-	-	-	151200 0	-	-	25.19	25.19



तराई बीज

(ii) Individual shareholder s holding nominal share capital in excess of Rs 2 lakh	-	-	-	-	24000	-	-	0.40	0.40
d) Others (Specify)	-	-	-	-	84000	-	-	1.40	1.40
(c-i) Non Residents	-	-	-	-	-	-	-	-	-
(c-ii) Clearing Members	-	-	-	-	-	-	-	-	-
(c-iii) HUF	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	162000	-	-	26.99	26.99
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	162000	-	-	26.99	26.99
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	125191	125191	100	600168	-	-	100	
		0	0		5				

ii) Shareholding of Promoters:-

S. No	Shareholder's Name	Shareholding at the beginning of the year (As on 1 st April, 2017)			Shareholding at the end of the year (31 st March, 2018)			% change in shareholding during the year#
		No. of shares	% of total Shares of the compa ny#	%of Shares Pledged / encumbe red to total shares#	No. of shares	% of total Shares of the compa ny#	%of Shares Pledged / encumbe red to total shares#	
1	SACHIN RASTOGI	3100	0.25	-	10850	0.18	-	250
2	NISHI AGARWAL	50000	3.99	-	175000	2.92	-	250
3	VIVEK	60000	4.79	-	210000	3.50	-	250



तराई बीज

	KUMAR VARSHNEY							
4	NIDHI GUPTA	60000	4.79	-	210000	3.50	-	250
5	ANJU DEVI	50000	3.99	-	175000	2.92	-	250
6	PURNIMA VARSHNEY	60000	4.79	-	210000	3.50	-	250
7	PRAVIN RASTOGI	475850	38.01	-	1665475	27.75	-	250
8	JAISHREE RASTOGI	492960	39.38	-	1725360	28.75	-	250

rounded off to nearest two decimals.

iii) Change in Promoters' Shareholding

Sl. No		Shareholding at the beginning of the year		Changes during the year		Cumulative Shareholding during the year		Shareholding at the end of the year
		No. of shares	% of total shares of the company #	Date of change in shareholding *	Changes during the year	No. of shares	% of total shares of the company #	
1	SACHIN RASTOGI	3100	0.25	29/06/2017	7750	10850	0.18	7750
2	NISHI AGARWAL	50000	3.99	29/06/2017	125000	175000	2.92	125000
3	Vivek Varshney	60000	4.79	29/06/2017	150000	210000	3.50	150000
4	NIDHI GUPTA	60000	4.79	29/06/2017	150000	210000	3.50	150000
5	ANJU DEVI	50000	3.99	29/06/2017	125000	175000	2.92	125000
6	PURNIMA VARSHNEY	60000	4.79	29/06/2017	150000	210000	3.50	150000
7	PRAVIN RASTOGI	475850	38.01	29/06/2017	1189625	1665475	27.75	1189625
8	JAISHREE RASTOGI	492960	39.38	29/06/2017	1232400	1725360	28.75	1232400

rounded off to nearest two decimals.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): NIL



तराई बीज

Sr.no	Shareholder Name	Shareholding at the beginning of the year (as on 01.04.2017)		No of shares before change	Change in holding(+) (-)	Shareholding at the end of the year (as on 31.03.2018)			Reason
		No. of Shares	% of total Shares of the company			No. of Shares	% of total Shares of the company		
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL		NIL

rounded off to nearest two decimals.

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Directors and KMP	Shareholding at the beginning of the year		Changes during the year		Cumulative Shareholding during the year		Shareholding at the end of the year
		No. of shares	% of total shares of the company#	Date of change in shareholding	Changes during the year	No. of shares	% of total shares of the company#	
1.	Praveen Rastogi	475850	38.01	29/06/2017	7750	1665475	27.75	1665475
2.	Jaishree Rastogi	492960	39.38	29/06/2017	1189625	1725360	28.75	1725360
3.	Sachin Rastogi	3100	0.25	29/06/2017	1232400	10850	0.18	10850
4.	Prashant Rastogi	-	-	-	-	-	-	-
5.	Mujuffar Khan	-	-	-	-	-	-	-
6.	Utpal Tandon	-	-	-	-	-	-	-
7	Anitaben Digbijay Paul	-	-	-	-	-	-	-

rounded off to nearest two decimals.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment



तराई बीज

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	7226055	2260761	-	9486816
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	72,26,055	22,60,761	0.00	94,86,816
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	19,08,810	22,08,375	-	41,17,185
Net Change	19,08,810	22,08,375	0.00	41,17,185
Indebtedness at the end of the financial year				
i) Principal Amount	5317245	52386		5369631
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	53,17,245	52,386		53,69,631

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

i. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rupees)

S N.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1	Gross salary	Praveen Rastogi (Managing Director)	Sachin Rastogi (Non Executive & Non Independent Director)	
	(a) Salary as per provisions contained in	3,00,000	2,20,000	5,20,000



तराई बीज

	section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	
2	Stock Option	Nil	Nil	
3	Sweat Equity	Nil	Nil	
4	Commission - as % of profit - others, specify...	Nil	Nil	
5	Others, please specify	Nil	Nil	
	Total (A)	3,00,000	2,20,000	5,20,000
	Ceiling as per the Act as per Schedule V			

ii) Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors				
	Fee for attending board committee meetings	Nil	Nil	Nil	
	Commission	Nil	Nil	Nil	
	Others, please specify	Nil	Nil	Nil	
	Total (1)	Nil	Nil	Nil	



तराई बीज

2	Other Non-Executive Directors	N.A.	N.A.	N.A.	
	Fee for attending board committee meetings	Nil	Nil	Nil	
	Commission	Nil	Nil	Nil	
	Others, please specify	Nil	Nil	Nil	
	Total (2)	Nil	Nil	Nil	
	Total (B)=(1+2)	Nil	Nil	Nil	
	Total Managerial Remuneration	Nil	Nil	Nil	
	Overall Ceiling as per the Act				

iii) Remuneration to key managerial personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO (UTPAL TANDON)	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3)Income-tax	NIL	NIL	1,68,000	NIL



तराई बीज

	Act,1961				
2.	Stock Option	Nil	Nil	Nil	
3.	Sweat Equity	Nil	Nil	Nil	
4.	Commission - as % of profit -others, specify...	Nil	Nil	Nil	
5.	Others, please specify				
6.	Total	Nil	Nil	1,68,000	

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					



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, 2017, 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. Mujuffar Khan 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, 2018, the Board met 11 (Eleven) times i.e.

Sr. No.	Date of Board Meeting	Directors Present	Designation
1.	28 th April, 2017	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
2.	08 th May, 2017	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
3.	07 th June, 2017	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
4.	01 st July, 2017	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
5.	28 th August, 2017	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
		Mr. Sandeep Kumar	Independent Director
6.	08 th September, 2017	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director
		Mr. Sachin Rastogi	Non Executive & Non Independent Director
7.	10 th October, 2017	Mr. Praveen Rastogi	Managing Director
		Mrs. Jaishree Rastogi	Executive & Non Independent Director & Women Director



तराई बीज

		Mr. Sachin Rastogi	Non Executive & Non Independent Director
		Mr. Prashant Rastogi	Independent Director
8.	01 st November, 2017	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
9.	07 th November, 2017	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
10.	01 st March, 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
11.	28 th March, 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

The last Annual General Meeting was held on 30th September, 2017.

The attendance of Directors at the Board Meetings held during the financial year ended 31st March, 2018 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	11	11	Present	NIL	27.75
Mrs. Jaishree Rastogi	01/12/2011	ENID	11	11	Present	NIL	28.75
Mr. Sachin Rastogi	01/12/2011	NENID	11	11	Present	NIL	0.18
Mr. Mujuffar Khan	01/11/2017	NEID	11	4	Present	NIL	NIL
Mr. Prashant Rastogi	30/09/2017	NEID	11	5	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. SUPERIEUR MENTHOL AROMATIX PRIVATE LIMITED 2. PRAVEEN AROMA PRIVATE LIMITED	NIL	NIL	NIL
			NIL	NIL	NIL



तराई बीज

2.	Mrs. Jaishree Rastogi	1. SUPERIEUR MENTHOL AROMATIX PRIVATE LIMITED 2. PRAVEEN AROMA PRIVATE LIMITED	NIL	NIL	NIL
3.	Mr. Sachin Rastogi	1. SUPERIEUR MENTHOL AROMATIX	NIL	NIL	NIL
4.	Mr. Prashant	-	NIL	NIL	NIL
5.	Mr. Mujuffar Khan	-	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, 2018. The evaluation of the Directors was based on various aspects which, inter alia, 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 no meeting held in the company as the said provision is applicable on the company from 04th April 2018 (Date of Listing):



Name of Directors	Designation
Mr. Prashant Rastogi	Chairman
Mr. Mujuffar Khan	Member
Mr. Praveen Rastogi	Member

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.
10. 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



तराई बीज

the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. 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.
13. Discussion with internal auditors any significant findings and follow up there on.
14. 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.
15. 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.
16. 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.
17. 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.
- 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.



तराई बीज

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 omnious 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. Mujuffar Khan	Member
Mr. Sachin Rastogi	Member

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.
- 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 emphasizes 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.



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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.

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. Mujuffar Khan	Chairman	Independent Director
2.	Mr. Prashant Rastogi	Member	Independent Director
3.	Mr. Sachin Rastogi	Member	Non Executive and Non Independent Director

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

3.4 Details of pecuniary relationship/transactions of the Non – Whole Time Directors/their Firms & Companies vis-a-vis the Company during the financial year 2017-2018

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
2016-17	AGM	Delhi	30.09.2016	11:00 A.M.
2015-16	AGM	Delhi	19.09.2016	09:30 A.M.
2014-2015	AGM	Delhi	30.09.2015	11:00 A.M.
2014-2015	EGM	Delhi	15.05.2015	11:00 A.M.
2013-2014	AGM	Delhi	30.09.2014	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 2017-18, 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

Not applicable on the company as on 31.03.2018.



6. Secretarial Certificates

Not 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



GENERAL SHAREHOLDER'S INFORMATION

1. **AGM date , time and venue** : 18th September, 2018 , at 11:00 A.M
Lower Ground Floor, Plot No. 38 Okhla Phase 3,
New Delhi- 110020
2. **Financial Year** : 01st April 2017 to 31st March, 2018
3. **Date of Book Closing** : 11th September, 2018 to 18th September, 2018
(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 2018-2019
7. **Registered Office** : Lower Ground Floor, Plot No. 38 Okhla Phase 3 New Delhi-
110020
8. **CIN** : U01111DL1983PLC015969
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



तराई बीज

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 2017-2018

Number of Transfer Deeds	Nil
Number of Shares	Nil

15. Investor's complaints received during the financial year 2017-2018:

Not applicable on the company as on 31.03.2018.

16. Distribution of Shareholding as on 31st March, 2018

No. of ordinary Shares	No. of Shareholders	Percentage of total Shareholders	Shares Amount (Rs)	Percentage of total Shareholdings
Up To 5,000	38	76	152000	2.53
5001 To 10,000	0	0	0	0
10001 To 20,000	03	6	34850	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	76000	1.27
1,00,000 and Above	08	16	5738835	95.62
Total	50	100	6001685	100

17. Categories of Shareholdings as on 31st March, 2018:



तराई बीज

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, 2018, the 100 % of the Company Share's Capital is in dematerialized form.

20. Market Price Information:

Month	NSE (in Rs)	
	Highest	Lowest



तराई बीज

Apr-18	27.30	24.70
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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, 2018.

Place: New Delhi

Date: 23/08/2018

SD/-

Praveen Rastogi
Managing Director



CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Continental Seeds and Chemicals Limited

1. We have examined the compliance of conditions of Corporate Governance by Continental Seeds and Chemicals Limited (“the Company”) for the period ended on 31st March, 2018, as stipulated Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said with various Stock Exchanges (hereinafter referred to as “the agreement”).
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and based on our review and to the best of our information and according to the explanations given to us, we certify that the conditions of the Corporate Governance as stipulated in Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with in all material aspects by the Company.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Laur & Associates
Company Secretaries

SD/-
CS Manju Laur
Membership No: FCS 9254
CP No 12247

Place: New Delhi
Date: 23/08/2018



PMA & ASSOCIATES LLP

Chartered Accountants

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF
CONTINENTAL SEEDS AND CHEMICALS LIMITED
CIN: U01111DL1983PLC015969**

1. Report on the Financial Statements

We have audited the accompanying financial statements of **CONTINENTAL SEEDS AND CHEMICALS LIMITED ('the Company')** which comprise the Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position and financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the said accounts, read together with the notes thereon, give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) in the case of the Balance Sheet, of the state of the Company's affairs as at 31st March, 2018; and
- ii) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date including other comprehensive income.
- iii) The changes in equity
- iv) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor' Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Cash Flow Statement is dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act
 - e. On the basis of written representations received from the directors as on 31st March 2018, and taken on record by the Board of Directors, none of the directors

is disqualified as on 31 March 2018, from being appointed as a director in terms of sub-section (2) of Section 164 of the Companies Act, 2013.

- f. With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
- g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For PMAS And Associates LLP
Chartered Accountants
Firm’s Regn. No. 024726N

Sd/-

CA Mohit Rastogi
Partner
Membership No. - 514835
New Delhi: 30.05.2018

ANNEXURE A TO THE AUDITORS' REPORT

(Referred to in paragraph 5 under the heading "Report on other legal and Regulatory Requirement" of our report of even date to the members of **CONTINENTAL SEEDS AND CHEMICAL LTD.** On the accounts of the Company for the year ended 31st March, 2018.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

(i) In respect of its fixed assets:

- (a)** The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b)** As explained to us, fixed assets have been physically verified by the Management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c)** According to information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

(ii) In respect of its inventory:

The Management physically verified the inventories of finished goods, semi-finished goods, and raw materials at regular intervals. No Material discrepancies were reported during such physical verification.

- (iii)** According to the information and explanations given to us, the Company has not granted any loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013; and therefore paragraph 3(iii) of the Order is not applicable.)
- (iv)** The Company has not undertaken any transaction during the relevant year to which provisions of section 185 & 186 is applicable.
- (v)** The company has not accepted deposits in term of provisions of sections 73 to 76 of the companies Act, 2013. Further, we are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

(vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.

(vii) In respect of statutory dues:

(a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax, Goods and Service Tax Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities;

(b) According to the information and explanations given to us, there were no disputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, sales tax, VAT, GST, Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2018 for a period of more than six months from the date they became payable.

(c) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

(viii) According to the information and explanations given to us there was no default in repayment of dues to the financial institutions or bank. Further the company has not issued any Debentures.

(ix) The Company has raised Rs.421.20Lacs including Share Premium of Rs.259.20Lacs by way of Initial Public Offer. The money raised has been applied for the purpose for which those were raised.

(x) According to the information & explanations given to us, no fraud on or by the company has been noticed or reported during the year under report.

(xi) According to the information and explanations given to us the provisions of section 197 of the Companies Act, are not applicable upon the company.

(xii) Since the company is not a Nidhi Company, this clause is not applicable upon it.

(xiii) All the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and their details have been disclosed in the financial statements, as per the applicable accounting standards.

(xiv) According to the information and explanations given to us the Company has not issued any shares or convertible debentures during the year under audit. Hence, this clause is not applicable.

(xv) According to the information and explanations given to us, company has not entered into any non-cash transactions with the persons connected with director details of

which are annexed in note. Therefore, the provisions of section 192 of Companies Act, 2013 is not required to be complied.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For PMAS And Associates LLP
Chartered Accountants
Firm's Regn. No. 024726N

Sd/-

CA Mohit Rastogi
Partner
Membership No.- 514835
Delhi: 30.05.2018

"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act,2013(" the Act ")

We have audited the internal financial controls over financial reporting of **M/s CONTINENTAL SEEDS AND CHEMICALS LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management`s Responsibility for Internal Financial Controls

The Company`s management is responsible for establishing and maintaining internal financial controls based on Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India .These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company`s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act,2013.

Auditors` Responsibility

Our responsibility is to express an opinion on the Company`s internal financial controls over the financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor`s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorities of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of the internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of the changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For PMAS And Associates LLP

Chartered Accountants

Firm's Regn. No. 024726N

Sd/-

CA Mohit Rastogi

Partner

Membership No.- 514835

Delhi: 30.05.2018

CONTINENTAL SEEDS AND CHEMICALS LIMITED
38, BASEMENT, OKHLA INDUSTRIAL ESTATE III, NEW DELHI-110020

CIN No.UO1111DL1983PLC015969

Balance Sheet as at 31st March ,2018

Amounts in Rs

Particulars	Note No.	31.03.2018	31.03.2017	01.04.2016
I. ASSETS				
1 Non-Current Assets				
1.1 Fixed Assets				
Property, Plant & Equipment	3	1,30,51,908	1,56,13,212	39,69,370
Investment Property		-	-	-
Capital work-in-progress		-	-	-
Goodwill		-	-	-
Intangible Assets		-	-	-
1.2 Financial Assets				
(i) Investments		-	-	-
(ii) Trade Receivables	4	62,47,395	-	-
(iii) Loans		-	-	-
(iv) Other Financial Assets		-	-	-
1.3 Deferred Tax Assets (Net)	5	7,32,721	-	7,98,185
1.4 Other Non-Current Assets	6	9,53,012	3,70,812	59,70,812
Total Non- Current Assets		2,09,85,036	1,59,84,024	1,07,38,367
2 Current Assets				
2.1 Inventories	7	3,53,50,393	3,30,31,879	3,01,40,368
2.2 Financial Assets				
(i) Investments		-	-	-
(ii) Trade Receivables	4	25,00,39,489	6,04,15,076	6,79,11,499
(iii) Cash and Cash Equivalents	8	4,27,66,978	4,11,365	7,11,358
(iv) Bank Balances (Deposites with maturity upto 12 months)		-	-	-
(v) Loans		-	-	-
(vi) Other Financial Assets		-	-	-
2.3 Other Current Assets	9	1,54,06,468	1,68,02,133	1,25,75,703
Total Current Assets		34,35,63,327	11,06,60,453	11,13,38,927
Total Assets		36,45,48,363	12,66,44,477	12,20,77,294
II. EQUITY & LIABILITIES				
3 Equity				
3.1 Equity Share Capital	10	6,00,16,850	1,25,19,100	1,25,19,100
3.2 Other Equity	11	4,59,45,636	4,41,10,753	3,92,39,536
Total Equity		10,59,62,486	5,66,29,853	5,17,58,636
4 Liabilities				
4.1 Non-Current Liabilities				
4.2 Financial Liabilities				
(i) Borrowings	12	53,69,631	1,24,25,581	87,63,825
(ii) Trade Payables		-	-	-
(iii) Other Financial Liabilities		-	-	-
4.3 Deferred Tax Liabilities (Net)	5	-	93,841	-
4.4 Provisions	13	1,09,327	93,029	77,596
4.5 Other Non- Current Liabilities	14	18,06,810	21,88,460	20,63,460
Total Non-Current Liabilities		72,85,768	1,48,00,911	1,09,04,881
5 Current Liabilities				
5.1 Financial Liabilities				
(i) Borrowings	15	2,80,94,265	3,01,93,402	2,97,40,562
(ii) Trade Payables	16	20,58,17,897	1,80,703	2,10,31,711
(iii) Other Financial Liabilities	17	40,89,688	37,23,973	16,70,795
5.2 Other Current Liabilities	18	69,58,802	1,49,66,417	6,98,106
5.3 Provisions	19	46,76,705	46,88,850	58,42,349
5.4 Current tax liabilities (Net)		16,62,751	14,60,368	4,30,254
Total Current Liabilities		25,13,00,109	5,52,13,713	5,94,13,777
Total Equity & Liabilities		36,45,48,363	12,66,44,477	12,20,77,294

The accompanying notes 1 & 2 form an integral part of the financial statements

As per our Audit Report of even date attached

For PMAS & Associates LLP
Chartered Accountants
FRN No.024726N

Sd/-
CA Mohit Rastogi
Partner
M.No.514835
Delhi: 30.05.2018

For and On Behalf of the Board of Directors

Sd/-
Praveen Rastogi
Managing Director
DIN No: 01414608

Sd/-
Jai Shree Rastogi
Director
DIN NO: 01414622

CONTINENTAL SEEDS AND CHEMICALS LIMITED
38, BASEMENT, OKHLA INDUSTRIAL ESTATE III, NEW DELHI-110020
CIN No.UO1111DL1983PLC015969

Statement of Profit & Loss for the year ended 31 March,2018

Amounts in Rs

Sr.No.	Particulars	Note No.	31.03.2018	31.03.2017
I	Revenue from Operations (Refer Note)	20	81,62,24,788	58,18,61,908
II	Other Income	21	9,21,529	6,32,589
III	Total Income		81,71,46,317	58,24,94,497
IV	EXPENSES			
	Cost of Material Consumed		-	-
	Purchase of Stock-In-Trade		78,76,23,769	56,37,77,947
	Changes in Inventories	22	(23,18,515)	(28,91,510)
	Employee Benefit Expenses	23	28,73,393	27,47,013
	Finance Costs	24	61,58,676	62,49,066
	Depreciation and Amortization Expenses	3	25,61,303	20,24,583
	Other Expenses	25	96,11,759	34,61,369
	Total Expenses		80,65,10,386	57,53,68,468
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)		1,06,35,931	71,26,029
VI	Exceptional Items	26	18,859	57,686
VII	Profit before Extraordinary Items and Tax		1,06,17,072	70,68,343
VIII	Extraordinary Items		-	-
IX	Profit Before Tax		1,06,17,072	70,68,343
X	Tax Expense			
	Current Tax		42,31,000	14,92,188
	MAT Credit utilised		25,68,249	-
	Net current tax		16,62,751	-
	Deferred Tax Assets		8,26,562	8,92,026
XI	Profit/(Loss) for the period from Continuing Operations(IX-X)		72,12,633	46,84,129
XII	Profit/(Loss) from Discontinuing Operations		-	-
XIII	Tax Expense of Discontinuing Operations		-	-
XIV	Profit/(Loss) from Discontinuing Operations (after tax)(XII-XIII)		-	-
XV	Profit(Loss) for the Period		72,12,633	46,84,129
XVI	Other Comprehensive Income			
	A (i) Items that will not b reclassified to profit & loss		-	-
	(ii) Income Tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit and loss		-	-
XVII	Total Other Comprehensive Income		-	-
XVIII	Total Comprehensive Income for the Period		72,12,633	46,84,129
XIX	Earnings per Equity Share			
	-Basic		1.88	3.74
	-Diluted		1.88	3.74
	Weighted average equity shares used in computing earnings per share			
	Basic		38,33,506	12,51,910
	Diluted		38,33,506	12,51,910

The accompanying notes 1 & 2 form an integral part of the financial statements

As per our Audit Report of even date attached

For PMAS & Associates LLP
Chartered Accountants
FRN No.024726N

Sd/-
CA Mohit Rastogi
Partner
M.No.514835
Delhi: 30.05.2018

For and On Behalf of the Board of Directors

Sd/-
Praveen Rastogi
Managing Director
DIN No: 01414608

Sd/-
Jai Shree Rastogi
Director
DIN NO: 01414622

Continental Seeds & Chemicals Ltd.

Statement of Changes in Equity

Amount in Rs.

Particulars	Equity Share Capital	Other Equity								Total Equity Attributable to Equityholders of the Company
		Reserves & Surplus				Other Comprehensive Income				
		Securities Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity Instruments through other comprehensiv e income	Cash Flow Hedge Reserve	Other Items of other Comprehe nsive Income		
Balance as of 01 April, 2017	1,25,19,100	2,47,50,000	1,88,30,452	5,30,301	-	-	-	-	5,66,29,853	
Increase in share capital on account of bonus issue (Note *)	3,12,97,750	-	-	-	-	-	-	-	3,12,97,750	
Increase in share capital on account of fresh issue (Note **)	1,62,00,000	2,59,20,000	-	-	-	-	-	-	4,21,20,000	
Amount utilized for bonus issue (Note *)	-	(2,47,50,000)	(65,47,750)	-	-	-	-	-	(3,12,97,750)	
Profit for the Period	-	-	72,12,633	-	-	-	-	-	72,12,633	
Equity Instruments through Other Comprehensive Income										
Balance as of 31 March, 2018	6,00,16,850	2,59,20,000	1,94,95,335	5,30,301	-	-	-	-	10,59,62,486	

Statement of Changes in Equity

Amount in Rs.

Particulars	Equity Share Capital	Other Equity								Total Equity Attributable to Equityholders of the Company
		Reserves & Surplus				Other Comprehensive Income				
		Securities Premium Reserve	Retained Earnings	Capital Reserve	General Reserve	Equity Instruments through other comprehensiv e income	Cash Flow Hedge Reserve	Other Items of Comprehe nsive Income		
Balance as of 01 April, 2016	1,25,19,100	2,47,50,000	1,39,59,235	5,30,301	-	-	-	-	5,17,58,636	
Increase in share capital on account of bonus issue (Note *)	-	-	-	-	-	-	-	-	-	
Increase in share capital on account of fresh issue (Note **)	-	-	-	-	-	-	-	-	-	
Amount utilized for bonus issue (Note *)	-	-	-	-	-	-	-	-	-	
Profit for the Period	-	-	48,71,216	-	-	-	-	-	48,71,216	
Equity Instruments through Other Comprehensive Income										
Balance as of 31 March, 2017	1,25,19,100	2,47,50,000	1,88,30,451	5,30,301	-	-	-	-	5,66,29,852	

CONTINENTAL SEEDS AND CHEMICALS LIMITED
 38, BASEMENT, OKHLA INDUSTRIAL ESTATE III, NEW DELHI-110020
 CIN No.UO1111DL1983PLC015969

Cash Flow Statement for the Year ended 31.03.2018

Amount in Rs

Particulars	31.03.2018	As on 31.03.2017
Profit before tax	1,06,17,072	70,68,343
<u>Non Cash Adjustment</u>		
Depreciation and amortisation	25,61,303	20,24,583
Profit after adjustment of all non cash items	1,31,78,375	90,92,926
Provision for employees Benefit	(12,145)	14,440
MAT Credit Adjustment	(25,68,251)	1,72,394
Provision for income tax	-	-
<u>Adjustment for income and expenditure other than operation</u>		
Interest income	-	-
Finance cost	61,58,676	62,49,066
cashflow from operation before change in working capital	1,67,56,655	1,55,28,826
<u>Cash from Operations before Working Capital Changes</u>		
Increase in Current Assets	(19,87,72,522)	(28,91,511)
Decrease in Current Assets	13,95,666	88,38,172
Increase in Current Liabilities	20,60,19,207	1,69,00,322
Decrease in Current Liabilities	(1,04,88,399)	(2,20,04,507)
Cashflow from operation after working capital change	1,49,10,607	1,63,71,302
Less: Income tax Paid	14,60,368	4,15,560
Net cashflow from operating Activities (A)	1,34,50,239	1,59,55,742
<u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	-	(1,36,68,425)
Interest income	-	-
Cash flow from Investing Activities (B)	-	(1,36,68,425)
<u>Cash Flow from Financing Activities</u>		
Proceeds from Issue of Share Capital	4,21,20,000	-
Proceeds from Long Term Borrowings	(70,55,950)	36,61,756
Borrowing Cost	(61,58,676)	(62,49,066)
Cash flow from Financial Activities	2,89,05,374	(25,87,311)
Net increase/Decrease in cash or cash equivalent (A+B+C)	4,23,55,613	(2,99,993)
<u>Opening Cash and Cash Equivalents</u>		
Cash in Hand	2,85,360	3,32,277
Balance with Bank	1,26,005	3,79,081
Cash and cash equivalents at the end of the year	4,27,66,978	4,11,365
<u>Closing Cash and Cash Equivalents</u>		
Cash in Hand	2,19,236	2,85,360
Balance with Bank	4,25,47,742	1,26,005
Cash and cash equivalents at the end of the year	4,27,66,978	4,11,365

The accompanying notes 1 & 2 form an integral part of the financial statements

As per our Audit Report of even date attached

For PMAS & Associates LLP
 Chartered Accountants
 FRN No.024726N

Sd/-
 CA Mohit Rastogi
 Partner
 M.No.514835
 Delhi: 30.05.2018

For and On Behalf of the Board of Directors

Sd/-
 Praveen Rastogi
 Director
 DIN No: 01414608

Sd/-
 Jai Shree Rastogi
 Director
 DIN NO: 01414622

COMPANY OVERVIEW

Continental Seeds And Chemicals Limited (hereinafter refers to "The Company") is a company limited by shares, having CIN U01111DL1983PLC015969 was incorporated in June 1983. The Company is basically engaged in the sale, purchase and cultivate of wheat, paddy, cereals, mentha oil and seeds of all kind. Equity shares of the company are listed and admitted on exchange on the SME Platform of NSE ('NSE EMERGE') w.e.f 03.04.2018.

NOTE NO.1: SIGNIFICANT ACCOUNTING POLICIES AS AT 31ST MARCH, 2018:

1.1 Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standards (IndAS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements are the first financial statements of the company under Ind AS and the transition was carried out in accordance with Ind AS 101, "First time adoption of Indian Accounting Standards."

Use of Estimates

In preparing the financial statements in conformity with Ind AS, management is required to make judgements, estimates and assumptions that may affect the reported amounts of assets and liabilities and the disclosure of contingent assets & liabilities as at the date of financial statements and the amounts of revenue and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of facts and circumstances as at the date of the financial statement. Actual results could differ from those estimates. Estimates and underlying assumption are reviewed on an ongoing basis. Any revision to such estimates is recognised in the period the same is determined.

1.2 Valuation of Inventories**(i) Inventory**

Inventory is measured at the lower of cost or net realizable value.

Cost of inventory consumed is arrived at using the *FIRST IN FIRST OUT (FIFO)* method. The cost comprises the cost of obtaining the raw material after net of refundable duty (if any), but inclusive of freight and other direct expenses incurred to bringing such raw material to the place of processing or present location.

(ii) Finished Goods

Finished Goods are measured at the lower of cost or net realizable value.

Finished goods are valued on the full absorption cost basis and the cost comprises the cost of raw material consumed, Direct Expenses and appropriate overhead expenses incurred in bringing such finished goods to their present condition.

1.3 Cash Flow Statements

Cash flow are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

1.4 Revenue Recognition

Revenue is recognized when the significant risks and rewards of ownership of goods have been passed to the buyer and seller retains no effective control of goods transferred and also no significant uncertainty exist regarding consideration amount & its ultimate collection. Revenue from operation includes sale of services, service tax and sales during trial run period adjusted for discounts (net) and gain/ loss on corresponding hedge contracts.

When goods or services are exchanged or swapped for goods or services which are of a similar nature and value, the exchange is not regarded as a transaction which generates revenue.

i. Other Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “other income” in the statement of profit and loss.

1.5 Property, Plant and Equipment

Fixed Assets are stated at their original cost less accumulated depreciation and impairment loss, if any. Cost comprises the acquisition price, Taxes, Duties, Freight, insurance and any other incidental costs of bringing the assets to their working condition for their intended use. In respect of projects involving construction, related pre-operational expenses form part of the value of assets capitalized.

Costs/expenses incurred on or in relation to Tangible & Intangible Assets, which are not put to use or are not ready for their intended use or which are under construction are classified under Capital Work-in-Progress & Intangible assets under development.

Subsequent expenditures related to an item of fixed asset are added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided on ‘Straight Line Method’ based on useful life as prescribed under Schedule II of the Companies Act 2013. The residual values are not more than 5% of the original cost of the asset. The assets’ residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The estimated useful lives of assets are as follows:

Building	60 years
Plant and Machinery	15 years
Office Equipment	5 years
Computer Equipment	3 years
Furniture and Fixture	10 years
Vehicles	8-10 years

Derecognition

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

1.6 FINANCIAL INSTRUMENTS**(i) Initial recognition and measurement:**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition nor issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

(i) Subsequent measurement**a. Non-derivative financial instruments****(i) Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

a. Share capital**Ordinary Shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

1.7 Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

1.8 Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.9 Impairment**a. Financial assets**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

b. Non-financial assets**(i) Intangible assets and property, plant and equipment**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

1.10 Employee Benefits

The company has various schemes of retirement benefits such as Gratuity, leave encashment.

- (i) **Short Term :-** Short term employee benefits are recognized in the year during which the services have been rendered.
- (ii) **Long Term :-**

Leave Encashment -The Company has provided for the liability at year end on account of accumulated earned leave as per policy of the company.

Gratuity - The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan'), covering eligible employees. Gratuity liability is determined by the management.

1.11 Earning Per Share

Basic earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted

average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed to be converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

1.12 Taxation

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The company offsets current tax assets and current tax liabilities,

where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year. Tax benefits of deductions earned on exercise of employee share options in excess of compensation charged to income are credited to share premium.

1.13 Provisions, Contingent Liabilities and Contingent Assets

a. Provisions:

A provision is recognized when the company has a present obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to their present value and are recognized based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best efforts.

b. Contingent Liability

Contingent liability is disclosed for

- (i) Possible obligation which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

1.14 First-time adoption of Ind AS

Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS balance sheet at April 1, 2016 (date of transition to Ind AS). In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Exemptions and exceptions availed

A.1 Ind AS optional exemptions

(a) Deemed cost

"Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption is also used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value, which has been considered as deemed cost."

A.2 Ind AS mandatory exceptions

(a) Estimates

Estimates made under Ind AS as at April 1, 2016 are consistent with the estimates as under previous GAAP.

(b) Classification and measurement of financial assets

Ind AS 101 requires that an entity should assess the classification of its financial assets on the basis of facts and circumstances exist on the date of transition. Accordingly, in its Opening Ind AS Balance Sheet, the company has classified all the financial assets on the basis of facts and circumstances that existed on the date of transition, i.e., April 1, 2016.

Note 2: ADDITIONAL NOTES TO BALANCE SHEET AND STATEMENT OF PROFIT & LOSS AS AT 31ST MARCH, 2018:

- 2.1** Note 3 to 26 are annexed to and form integral part of balance sheet, statement of profit & loss & cash flow statement.
- 2.2** Previous year figures have been regrouped, reclassified and rearranged wherever necessary to make them comparable with the current year figures.
- 2.3** In the opinion of the management current assets, loans and advances have a value on realization in the ordinary course of business; however the balances of sundry debtors, creditors and loans & advances are subject to confirmation.

Particulars	March 31, 2018	March 31, 2017
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	Nil	Nil
Principal amount due to micro and small enterprises	Nil	Nil
Interest due on above	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	Nil	Nil

2.4 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006- *there is no amount outstanding to any MSME entity*

2.5 Repayment schedule of Non Current Long-Term Borrowings

Year	(Amount in Rs.)	
	Business Loan	Term Loan
2018-2019	23,19,330	19,10,559
2019-2020	52,386	21,21,105
2020-2021	Nil	23,54,865
2021-2022	Nil	8,41,271

2.6 Auditors' remuneration

(Amount in Rs.)

Particulars	Year ended on	
	31 st March, 2018	31 st March, 2017
Statutory Audit	2,00,000	57,250
Tax Audit	1,00,000	28,625
Total	3,00,000	85,875

2.7 Details of Borrowing Cost Capitalized

(Amount in Rs.)

Particulars	Year ended on	
	31 st March, 2018	31 st March, 2017
As Fixed Assets, Intangible Assets & Capital Work in Progress	-	83,425
Total	-	83,425

2.8 Revenue Recognition

(Amount in Rs.)

Particulars	Year ended on	
	31 st March, 2018	31 st March, 2017
Revenue Generating Transactions	70,36,24,948	58,18,61,908
Non Revenue Generating Transactions	11,53,72,800	-
Total	81,89,97,748	58,18,61,908

2.9 Financial Instruments by Category

(Amount in Rs.)

Particulars	Year ended on	
	31 st March, 2018	31 st March, 2017
Trade Receivables	25,00,39,489	6,04,15,076
Cash and Cash Equivalent	4,27,66,978	4,11,365

Trade Payables	20,58,17,897	1,80,703
Non- Current Borrowings	53,69,631	1,24,25,581
Borrowings	2,80,94,265	3,01,93,402
Other Financial Liabilities	40,89,688	37,23,973

2.10 Related Party Transactions
A. List of Related Parties & Relationships

S. No	Particulars	Status	Relationship
1	Praveen Aroma Pvt Ltd	Company	Enterprises where KMP having significant influence
2	Natural Herbals	Partnership Concern	Enterprises where KMP having significant influence
3	Shree Balaji Enterprises	Proprietorship	Enterprises where Wife of Director is a Guarantor.
4	Shri Praveen Rastogi	Managing Director	Key Management Person
5	Smt Jaishree Rastogi	Director	Key Management Person
6	Shri Sachin Rastogi	Director	Key Management Person
7	Mujuffar Khan	Director	Key Management Person
8	Prashant Rastogi	Director	Key Management Person
9	Utpal Tandon	Chief Financial Officer	Key Management Person

B. Transactions
(Amount in Rs.)

Transactions	Enterprises where KMP having significant influence	Key Management Persons
Remuneration	Nil	7,16,000 (2,00,000)
Rent Received	Praveen Aroma Pvt Ltd	Nil (1,80,000)
	Natural Herbals	1,20,000 (1,20,000)
Loan Repaid	Praveen Rastogi	29,38,765 (15,61,235)
Purchases	Shree Balaji Enterprises	21,98,15,224 (Nil)

Transactions	Enterprises where KMP having significant influence	Key Management Persons
Sale	Shree Balaji Enterprises 11,65,57,787 (Nil)	Nil (Nil)

2.11 Details of sale and purchase of goods
Finished Goods/Traded Goods
(Amount in Rs.)

Particulars	Purchases	Sales
Paddy	Nil	Nil
Mentha Oil	19,82,34,730	20,41,93,800
Basmati Rice	53,23,71,809	54,79,30,923
Sugar (50Kg) Bags	46,87,360	47,24,480
Urad	9,85,265	9,89,571
Wheat (Del)	87,32,514	98,70,894
Wheat Flour	1,75,61,420	1,75,87,860
Wheat Seeds	2,50,50,670	3,37,00,200
Total	78,76,23,769	818,997,728

2.12 Earning per Share (EPS)
(Amount in Rs.)

S. No	Particulars	As on	
		31 st March, 2018	31 st March, 2017
1	Profit after tax attributable to Ordinary Shareholders (Amount in Rs.)	72,12,633	46,84,129
2	Weighted Average No. of Equity Shares Outstanding during the year	38,33,506	12,51,910
3	Nominal value of Ordinary Shares (Rs.)	10	10
4	Basic/Diluted Earning per Share (Rs.)	1.88	3.74

2.13 Tax Expenses

(Amount in Rs.)

Particulars	As on	
	31 st March, 2018	31 st March, 2017
Current Tax Income Taxes	42,31,000	14,92,188
Deferred Taxes Liability/(Assets)	(8,26,562)	93,841

Components of Deferred tax are as under

(Amount in Rs.)

Particulars	As on	
	31 st March, 2018	31 st March, 2017
Deferred Tax Liabilities recognized for timing difference due to:		
Differnce Between Depreciation under Income Tax Act & Companies Act	(7,35,489)	31,01,254
Deferred Tax Assets recognised for timing difference due to:		
Disallowed Under Income Tax Act	19,39,468	1,14,894
Net Deferred Liabilities	Nil	Nil
Deferred Tax Liabilities/(Assets)	(8,26,562)	93,841

As per our report of even date

For PMAS & Associates LLP
Chartered Accountants
Firm Regn. No.:024726N

For and on behalf of the Board of Directors

Sd/-

CA. Mohit Rastogi
Partner
M.No.514835
New Delhi: 30.05.2018

Sd/-

Praveen Rastogi
Director
DIN: 01414608

Sd/-

Jaishree Rastogi
Director
DIN: 01414622

CONTINENTAL SEEDS AND CHEMICALS LIMITED
38, BASEMENT, OKHLA INDUSTRIAL ESTATE III, NEW DELHI-110020

Property, Plant & Equipment

Note 3

DEPRECIATION CHART AS PER COMPANIES ACT, 2013
FOR THE PERIOD FROM 01.04.2017 TO 31.03.2018

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION			NET BLOCK	
	Deemed Cost as on 01.04.2017	ADDITIONS during the yr	SALE/Adjustment	AS AT 31.03.2018	Upto 01.04.2017	DEPRECIATION FOR THE PERIOD	Total Upto 31.03.2018	AS AT 31.03.2018	AS AT 31.03.2017
LAND	13,90,864	-	-	13,90,864	-	-	-	13,90,864	13,90,864
BUILDING	1,20,40,192	-	-	1,20,40,192	97,11,261	1,42,643	98,53,904	21,86,288	23,28,931
PLANT & MACHINERY	1,79,00,069	-	-	1,79,00,069	67,37,971	22,55,011	89,92,982	89,07,087	1,11,62,099
FURNITURE & FIXTURE	4,77,532	-	-	4,77,532	4,77,532	-	4,77,532	-	-
ELECTRICAL FITTINGS & EQUIPMENTS	3,32,858	-	-	3,32,858	3,32,858	-	3,32,858	-	-
VEHICLES	23,20,502	-	-	23,20,502	23,15,189	2,240	23,17,429	3,073	5,313
OFFICE EQUIPMENT	4,66,305	-	-	4,66,305	4,66,305	-	4,66,305	-	-
AIR CONDITIONER	3,23,320	-	-	3,23,320	3,22,266	667	3,22,933	387	1,054
COMPUTER	4,41,559	-	-	4,41,559	4,41,559	-	4,41,559	-	-
LAB. TESTING EQUIPMENTS	2,87,388	-	-	2,87,388	1,42,404	43,872	1,86,276	1,01,112	1,44,984
PAGER	8,600	-	-	8,600	8,600	-	8,600	-	-
D.G. SET 45 KVA	6,00,000	-	-	6,00,000	1,13,314	98,073	2,11,387	3,88,613	4,86,686
WEIGHING MACHINE 100 KG.	50,000	-	-	50,000	9,443	8,173	17,616	32,384	40,557
WEIGHING MACHINE 300 KG.	65,000	-	-	65,000	12,276	10,624	22,900	42,100	52,724
Total	3,67,04,189	-	-	3,67,04,189	2,10,90,977	25,61,303	2,36,52,281	1,30,51,908	1,56,13,212
Previous Year	2,25,47,591	-	-	3,67,04,189	1,90,66,394	20,24,583	2,10,90,977	1,56,13,212	49,62,206

Note No:4

Particulars	31.03.2018	31.03.2017
Trade Receivables		
(A) Non Current		
Considered Good*	62,47,395	-
Considered Doubtful	-	-
Sub-total(A)	62,47,395	-
(B) Current		
Unsecured		
Considered Good	25,00,39,489	6,04,15,076
Considered Doubtful	-	-
	25,00,39,489	6,04,15,076
Less: Allowance for credit losses	-	-
Sub-total(B)	25,00,39,489	6,04,15,076
Total (A+B)	25,62,86,884	6,04,15,076

* Management has assured that payment will be realised shortly

Note No: 5

Particulars	31.03.2018	31.03.2017
Deferred Tax Assets		
Opening Balance	(93,841)	7,98,185
Add: Provision made during the year	8,26,562	(8,92,026)
Total	7,32,721	(93,841)

Note No:6

Particulars	31.03.2018	31.03.2017
Other Non Current Assets		
Security Deposit	6,05,316	24,116
FDR	1,000	-
Advance for Land*	3,46,696	3,46,696
Total	9,53,012	3,70,812

* Company has given Advances for land to swadeshi poly dated 18/08/2012 but possession has not been transferred.

Note No:7**Inventories**

Particulars	31.03.2018	31.03.2017
<i>(As taken, valued & certified by the management)</i>		
Finished Goods	3,53,50,393	3,30,31,879
Total	3,53,50,393	3,30,31,879

Note No:8

Particulars	31.03.2018	31.03.2017
Cash & Cash Equivalents		
(i) Cash in Hand	2,19,236	2,85,360
Sub Total (i)	2,19,236	2,85,360
(ii)Balance with Banks		
Current A/c with:		
-HDFC Akbarpur	1,30,949	75,971
-HDFC Bahraich	-	1,000
-ICICI Bank -Amd Nagar	40,000	40,000
-Indusind Bank (Escrow A/c)	4,21,20,000	-
-PNB Current A/c	2,47,760	-
-PNB Begu Sarai	9,034	9,034
Sub Total (ii)	4,25,47,742	1,26,005
Total (i+ii)	4,27,66,978	4,11,365

Note No:9**Other Current Asstes**

Particulars	31.03.2018	31.03.2017
Other Loans & Advances		
Unsecured, Considered Goods		
Advance to Supplier for Purchase	94,20,000	10,56,000
Advance for Expenses	25,975	25,975
Advance to Supplier	-	75,00,000
Rent Receivable	31,158	4,22,468
Prepaid Insurance	1,24,594	35,788
Mat Credit Entitlement F.Y. 2011-12	-	23,68,508
Mat Credit Entitlement F.Y. 2012-13	-	27,347
MAT Credit Entitlement F.Y.2016-17	-	1,72,394
Kissandhan Agri Financial Services	-	86,912
NSDL	40,710	-
Central Depository Securities India Ltd.	590	-
Balance with Government Department	51,78,629	51,06,741
GST Receivable	5,84,812	-
Total	1,54,06,468	1,68,02,133

CONTINENTAL SEEDS AND CHEMICALS LIMITED
38, BASEMENT, OKHLA INDUSTRIAL ESTATE III, NEW DELHI-110020

Notes Forming Integral Part of Balance Sheet

Amounts in Rs

Note No:10

Equity Share Capital

Particulars	As at 31 March 2018		As at 31 March 2017	
	Number	Amount	Number	Amount
a. Authorised Share Capital:				
Equity Shares of Rs 10 each	65,00,000	6,50,00,000	15,00,000	15,00,000
Preference shares of Rs 10 each	-	-	-	-
b. Issued, Subscribed & Paid up Capital:				
Equity Shares of Rs 10 each fully paid**	60,01,685	6,00,16,850	12,51,910	1,25,19,100
Total	60,01,685	6,00,16,850	12,51,910	1,25,19,100

c. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	12,51,910	1,25,19,100	-	-
Shares Issued during the year	47,49,775	4,74,97,750	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	60,01,685	6,00,16,850	-	-

**Of Above, 31,29,775 Equity shares are issued by way of Bonus Shares by capitalisation of Securities Premium A/c and Reserves and Surplus)

d. Right of Equity Shareholders

The Company has only one type of Equity Shares having par value of Rs.10. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount.

e. Shares in the Company held by each shareholders holding more than 5 percent shares specifying the numbers of shares held

Name of Shareholder	As at 31 March 2018		As at 31 March 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares :				
Jai Shree Rastogi	17,25,360	28.75%	4,92,960	39.38%
Praveen Rastogi	16,65,475	27.75%	4,75,850	38.01%

Shareholding Pattern	As at 31 March 2018		As at 31 March 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Public	16,20,000	26.99%	-	-
Promoter	33,90,835	56.50%	9,68,810	77.39%
Other	9,90,850	16.51%	2,83,100	22.61%

CONTINENTAL SEEDS AND CHEMICALS LIMITED

Audited Notes Forming Part of the Balance Sheet as at 31.03.2018

Note No: 11

Amounts in Rs

PARTICULARS	As at	
	31.03.2018	31.03.2017
Other Equity		
a. Capital Reserves		
Opening Balance	5,30,301	5,30,301
(+) Current Year Transfer	-	-
Written Back in Current Year	-	-
Closing Balance	5,30,301	5,30,301
b. Securities Premium Account		
Opening Balance	2,47,50,000	-
(+) Securities premium credited on share issue	2,59,20,000	2,47,50,000
<u>(-) Premium utilised for various reasons</u>		
Premium on redemption of Debentures	-	-
Issue of Bonus Shares	2,47,50,000	-
Closing Balance	2,59,20,000	2,47,50,000
c. Surplus		
Opening Balance	1,88,30,452	1,39,59,235
(+) Profit for the current year	72,12,633	46,84,129
(+) Transfer from Reserves	-	-
(-) Issue of Bonus Shares	65,47,750	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(+) MAT Credit Adjustment	-	1,72,394
(-) Income Tax Short Provisions made for earlier years	-	14,694
	1,94,95,335	1,88,30,452
Total	4,59,45,636	4,41,10,753

Note No: 12

Non Current Liabilities

Particulars	31.03.2018	31.03.2017
<u>Financial Liabilities</u>		
Borrowings		
i) Secured		
From Banks		
Term Loan		
<i>(Secured by hypothecation of Plant & Machinery and the personal guarantee of directors of the Company)</i>		
With HDFC Bank	53,17,245	72,26,055
Sub-total(i)	53,17,245	72,26,055

ii) Unsecured		
(a) With Bank/NBFC's		
<i>(Secured by the personal guarantee of directors of the Company)</i>		
-With Tata Capital <i>(Repayment term 36 Monthly installments)</i>	-	9,41,796
-With HDFC Bank <i>(Repayment term 36 Monthly installments)</i>	52,386	6,36,403
-With Bajaj Finserv <i>(Repayment term 36 Monthly installments)</i>	-	6,82,562
Sub-total(a)	52,386	22,60,761
(b) Loan from Directors/Shareholders	-	29,38,765
Sub-total(b)	-	29,38,765
Subtotal(ii)	52,386	51,99,526
Total	53,69,631	1,24,25,581

Note No: 13

Particulars	31.03.2018	31.03.2017
<u>Non Current Provisions</u>		
Provision for Gratuity*	1,09,327	93,029
Total	1,09,327	93,029

* Valuation of Provision for Gratuity is done by the Management. Liability with regard to the Gratuity Plan is not determined by actuarial valuation.

Note No: 14

Particulars	31.03.2018	31.03.2017
<u>Other Non- Current Liabilities</u>		
Security received from dealers	18,06,810	18,06,810
Other Advances	-	3,81,650
Total	18,06,810	21,88,460

Note No: 15

Current Liabilities

Particulars	31.03.2018	31.03.2017
<u>Financial Liabilities</u>		
<u>Borrowings</u>		
Loans Repayable on Demand		
-Secured Borrowings		
Cash Credit Limit from HDFC Bank <i>(Secured by hypothecation of stock, book debts and the personal guarantee of directors of the Company)</i>	2,80,94,265	3,01,93,402
Total	2,80,94,265	3,01,93,402

Note No: 16

Particulars	31.03.2018	31.03.2017
<u>Trade Payables</u>		
Creditors for Goods	20,56,93,956	-
Creditors for Expenses	1,23,941	1,80,703
Total	20,58,17,897	1,80,703

Note No: 17

Particulars	31.03.2018	31.03.2017
<u>Other Current Financial liabilities</u>		
Current Maturity of Unsecured Loan	5,83,190	20,03,064
Current Maturity of Term Loan	35,06,498	17,20,909
Total	40,89,688	37,23,973

Note No: 18

Particulars	31.03.2018	31.03.2017
<u>Other Current Liabilities</u>		
Advance from Buyers	57,06,650	1,46,23,096
Expenses Payable		
Audit Fee Payable	2,70,000	85,875
Salary & Remuneration	6,40,750	2,51,297
Legal & Professional Fees	76,563	-
Others	2,07,978	1,086
Statutory Dues Payable		
TDS Payable	56,861	5,063
Total	69,58,802	1,49,66,417

Note No: 19**Current Provisions**

Particulars	31.03.2018	31.03.2017
Provision for Income Tax (F.Y. 2011-2012)	40,24,605	40,24,605
Provision for Income Tax (F.Y. 2013-14)	5,64,784	5,64,784
Provision For Bonus	80,835	93,839
Provision for Leave encashment	6,481	5,622
Total	46,76,705	46,88,850

CONTINENTAL SEEDS AND CHEMICALS LIMITED

38, BASEMENT, OKHLA INDUSTRIAL ESTATE III, NEW DELHI-110020

CIN No.UO1111DL1983PLC015969

Notes Forming Integral Part of Statement of Profit & Loss Account

Amounts in Rs

Note No:20

Particulars	31.03.2018	31.03.2017
Revenue from Operations		
Sale of Goods	81,89,97,748	58,18,61,908
Less: Cash Discount	27,72,960	-
Total	81,62,24,788	58,18,61,908

Note No:21

Particulars	31.03.2018	31.03.2017
Other Income		
Income From Weight Bridge	-	14,385
Rent Income	9,21,529	6,18,204
Total	9,21,529	6,32,589

Note No:22

Particulars	31.03.2018	31.03.2017
Change in Inventories		
Opening Stock of FG and Stock in trade	3,30,31,878	3,01,40,368
Closing Stock of FG and Stock in trade	3,53,50,393	3,30,31,878
Changes during the Year	(23,18,515)	(28,91,510)

CONTINENTAL SEEDS AND CHEMICALS LIMITED

38, BASEMENT, OKHLA INDUSTRIAL ESTATE III, NEW DELHI-110020

CIN No.UO1111DL1983PLC015969

Notes Forming Integral Part of Statement of Profit & Loss Account

Amounts in Rs

Note No:23

Particulars	31.03.2018	31.03.2017
<u>Employees Benefit Expenses</u>		
Director Remuneration	5,20,000	2,00,000
Salaries & Wages	22,26,919	24,06,089
Staff Welfare Expenses	22,860	26,030
Provision for Gratuity	16,298	15,433
Provision for Leave encashment	6,481	5,622
Provision for Bonus	80,835	93,839
Total	28,73,393	27,47,013

Note No:24

Particulars	31.03.2018	31.03.2017
<u>Finance cost</u>		
(i) Interest Cost	60,44,030	53,91,908
(ii) Bank Charges	1,14,646	8,57,158
Total	61,58,676	62,49,066

Note No:3

Particulars	31.03.2018	31.03.2017
<u>Depreciation & Amortization Expenses</u>		
(i) Depreciation	25,61,303	20,24,583
Total	25,61,303	20,24,583

CONTINENTAL SEEDS AND CHEMICALS LIMITED

38, BASEMENT, OKHLA INDUSTRIAL ESTATE III, NEW DELHI-110020

CIN No.UO1111DL1983PLC015969

Notes Forming Integral Part of Statement of Profit & Loss Account

Amounts in Rs

Note No:25

Particulars	31.03.2018	31.03.2017
<u>Other Expenses</u>		
Audit Fees	3,07,500	85,875
Advertisement & Expenses	15,564	-
Packing Expenses	9,27,532	8,34,741
Balance Written off	5,621	-
Power & Fuel Expenses	5,27,414	4,35,680
Travelling & Conveyance Expenses	1,93,453	3,05,231
Insurance Expense	2,13,473	1,86,798
Legal and Professional Expenses	67,000	92,890
Underwriter Expenses	18,13,400	-
Increase in Authorised Capital Expenses	4,81,418	
Repair & Maintenance Expenses	6,13,188	5,66,623
Security Expenses	1,37,254	-
Chemical/Store Consumption	93,951	-
Rates & Taxes	2,07,386	-
Sponsorship Fees	6,51,000	-
Inspection & Registration fees	4,48,194	3,60,855
Loading & Unloading Expenses	3,21,402	4,57,050
Office Expenses	50,606	37,004
Communication Expenses	19,167	38,742
Postage & Courier Expenses	44,755	
Printing & Stationery	43,160	23,880
Rent Expenses	2,35,541	36,000
Sales Promotion	21,93,780	-
Total	96,11,759	34,61,369

Note No:26

Particulars	31.03.2018	31.03.2017
<u>Exceptional Items</u>		
Interest on TDS	5,717	9,683
Interest on Income Tax	13,142	48,003
Total	18,859	57,686

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of shares	

Name and address of the Shareholder

Name and address of the Proxy holder

I/We hereby record my/our presence at the 34TH Annual General Meeting of the Company held on Tuesday, 18th September, 2018 at 11:00 a.m. at the Registered Office of the company at Lower Ground Floor, Plot No. 38, Okhla Phase 3, New Delhi 110020.

Signature of Shareholder

Signature of Proxyholder

*Applicable for investors holding shares in electronic form.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the Member's:
Registered Address:
Email-Id:
Folio No.:
DP-ID/Client-ID*:

*Applicable for shareholders holding shares in electronic form.

I/We, being the member(s) holding _____ shares of Continental Seeds and Chemical Limited, of Re. 10/- each hereby appoint

(1)Name:_____ of _____ having e-mail id _____ or failing him

(2)Name:_____ of _____ having _____ e-mail id _____ or failing him

(3)Name:_____ of _____ having _____ e-mail id _____ or failing him

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34TH Annual General Meeting of the Company, to be held on Tuesday, 18th September, 2018 at 11:00 a.m. at Lower Ground Floor, Plot No. 38, Okhla Phase 3, New Delhi 110020 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

I wish my above Proxy to vote in the manner as indicated in the Box below:

S.No.	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2018, the reports of the Board of Directors and Auditors thereon; and		
2.	Re-Appointment of Mrs. Jaishree Rastogi (DIN: 01414622), who retires by rotation.		
3.	Ratification of M/s PMAS & Associates LLP, Chartered Accountant (Firm Registration No 024726N) as Auditor and to fix their remuneration.		

Signed this.....day of.....2018

Signature of Shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- *4. This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated

MAP TO REACH VENUE FOR AGM OF CONTINENTAL SEEDS AND CHEMICAL LIMITED

